

MARVEL

EPIC COLLECTION

GUARDIANS OF THE GALAXY



VAL N' STEVE

HOMECOMING

VALENTINO • MILGROM • MARZ • LIM

EPIC COLLECTION



GUARDIANS OF THE GALAXY

HOMECOMING

VOLUME 3

1990-1992

GUARDIANS OF THE GALAXY #7-20 & ANNUAL #1 — AND MATERIAL FROM
FANTASTIC FOUR ANNUAL #24, THOR ANNUAL #16 AND SILVER SURFER ANNUAL #4

GUARDIANS OF THE GALAXY

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EXPLORE THE **MARVEL** **UNIVERSE** OF THE **31ST** CENTURY WITH THE

GUARDIANS OF THE GALAXY

**SHE'S NO
LADY--SHE'S
MALEVOLENCE!**

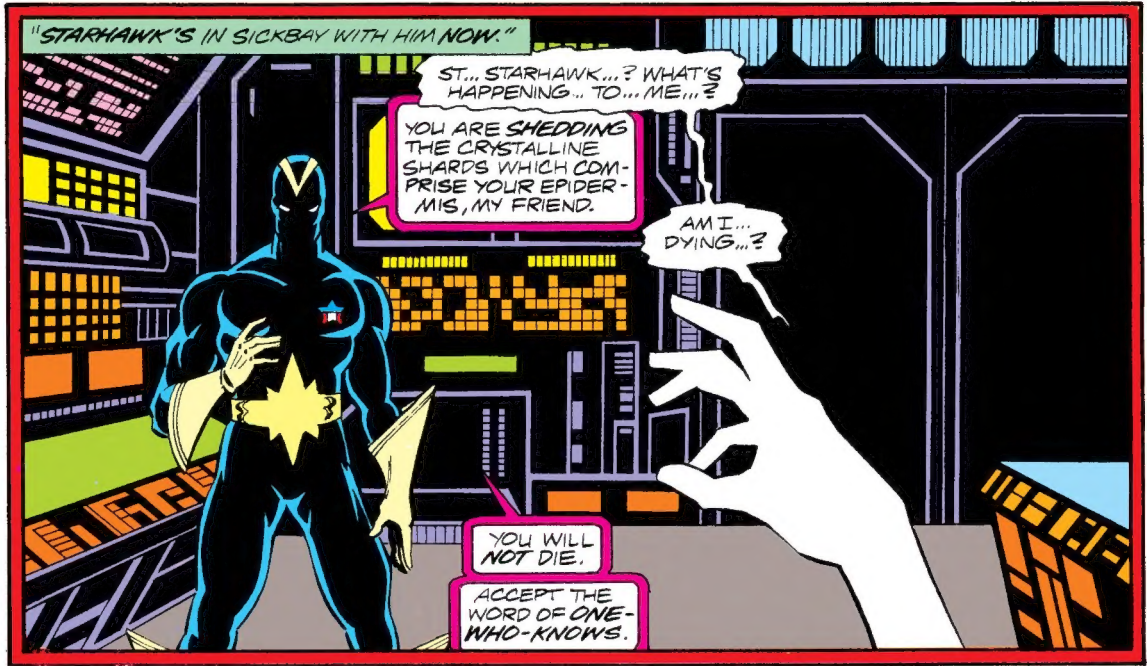
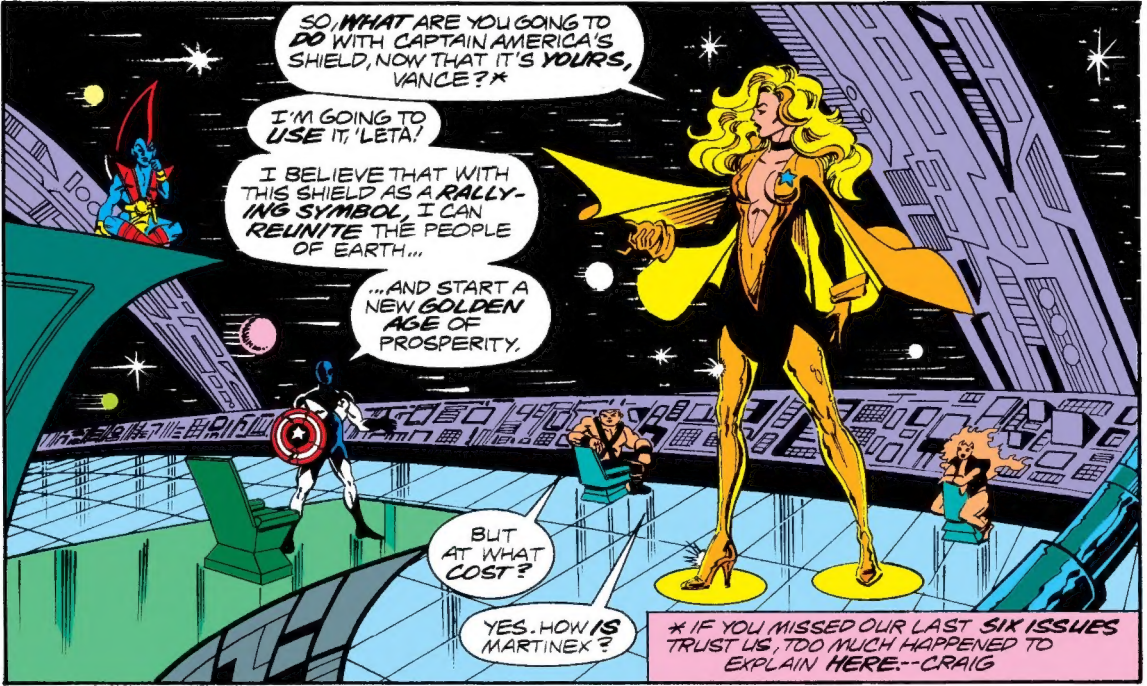


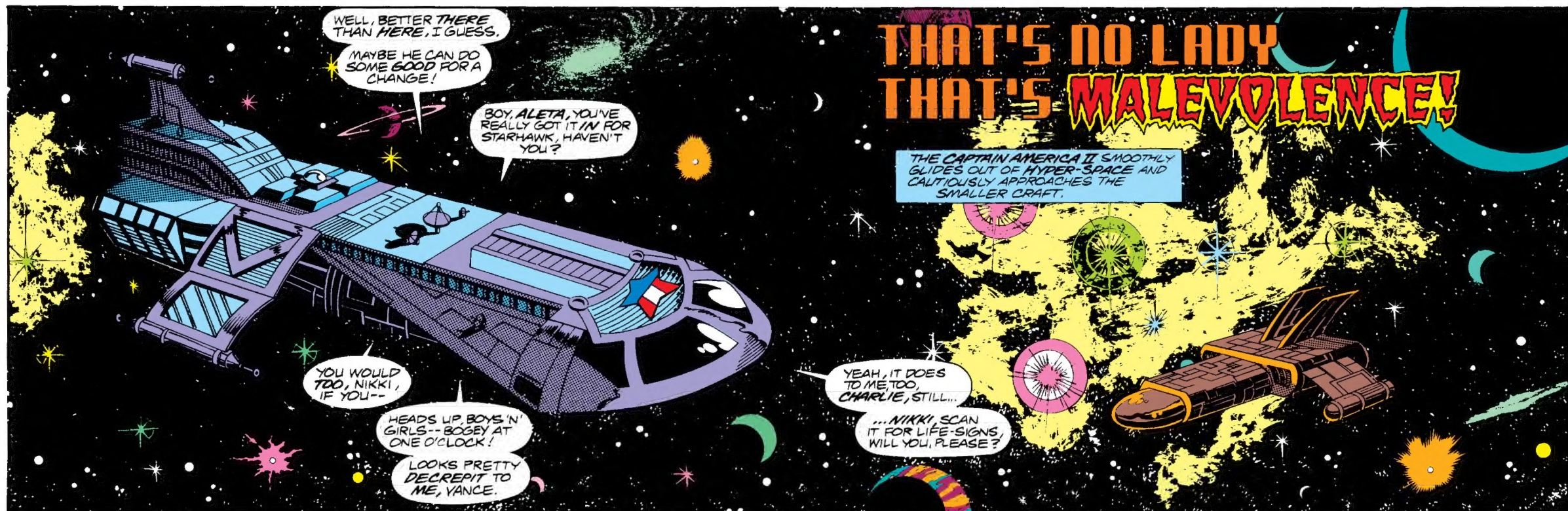
VALENTINO/PÉREZ 1990

PLUS: THE FATE OF
MARTINEK™
AND THE SECRET OF
STARHAWK™



CHARLIE 271 MARTINEXI NIKKII VANCE ASTROI YONDUI ALETAI STARHAWKI SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!





TWO! TWO!! TWO STORIES
IN ONE! BROUGHT TO YOU
BY THE FOLLOWING
MARVEL MADMEN...

**STUPEFYING
STEVIE
MONTANO**
INKMEISTER

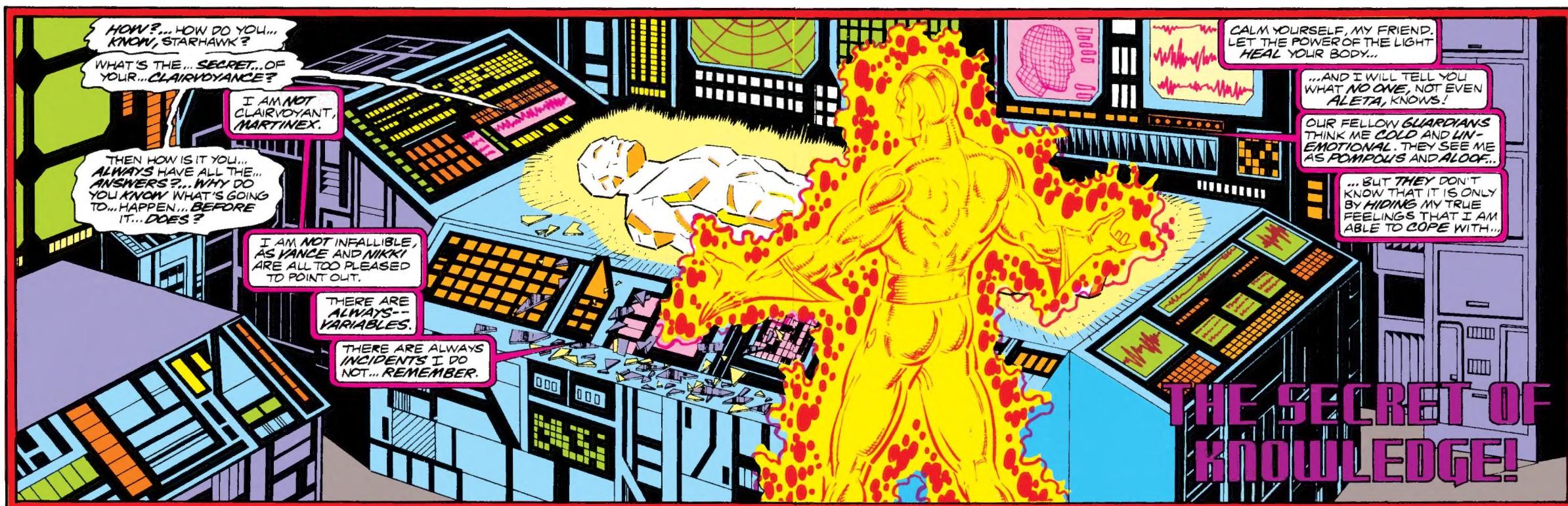
**KICKIN'
KENNY
LOPEZ**
LETTEROID

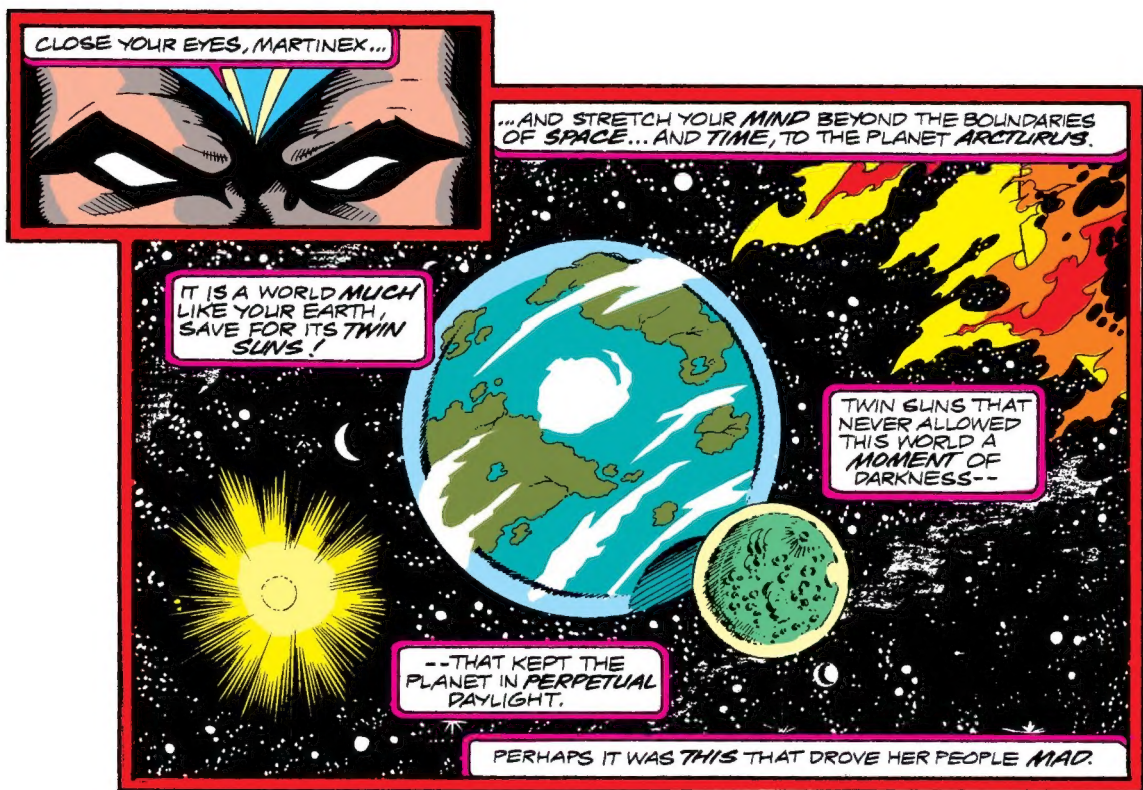
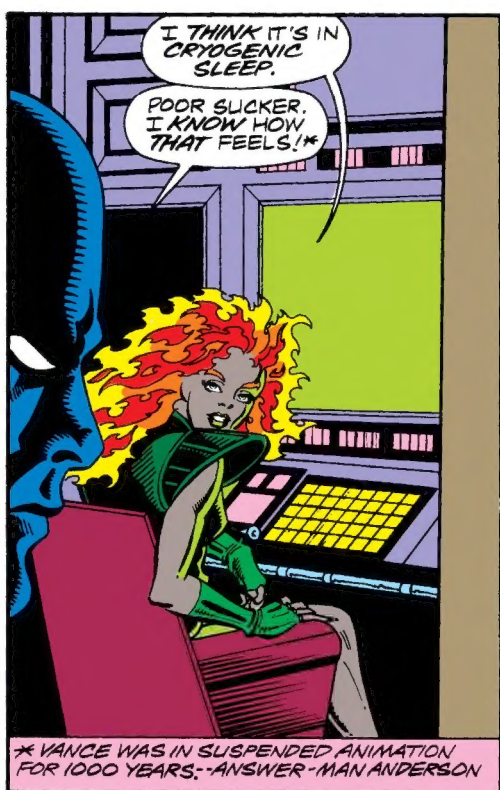
**ENCHANTIN'
EVELYN
STEIN**
COLORSTER

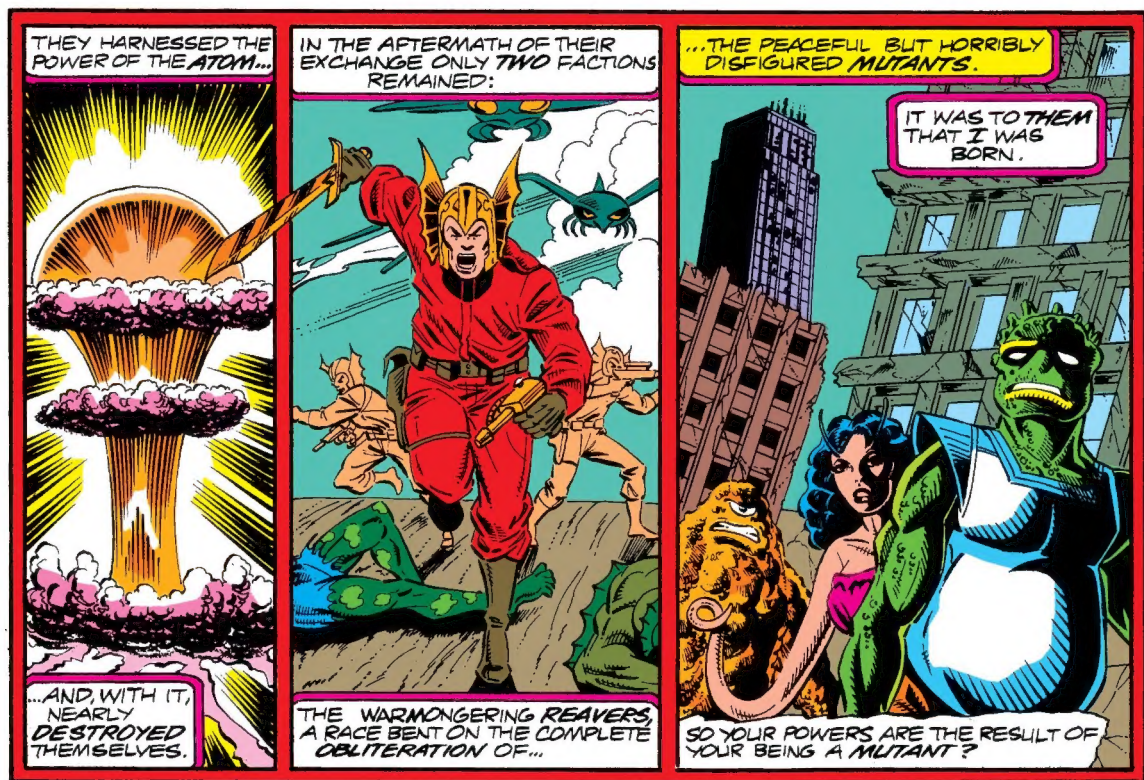
**CRUISIN'
CRAIGY
ANDERSON**
COMPLAINTBOT

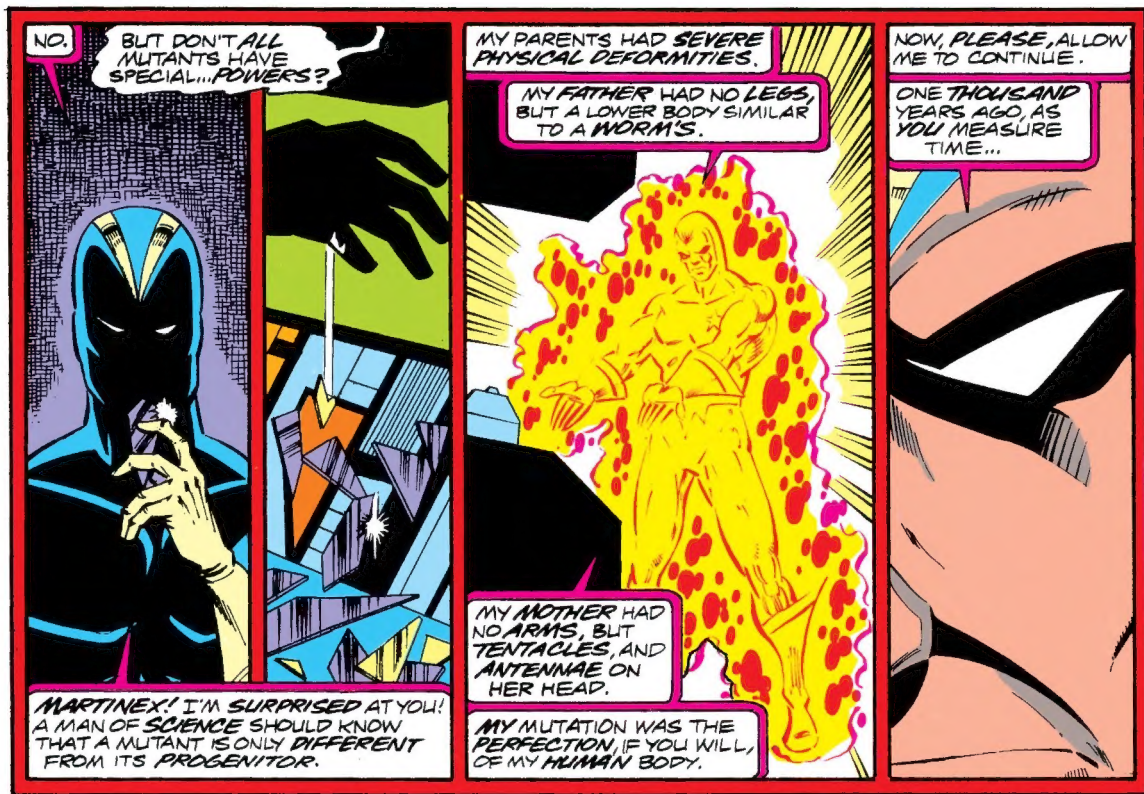
**TWO-FISTED
TOMMY
DEFALCO**
TASKMASTER

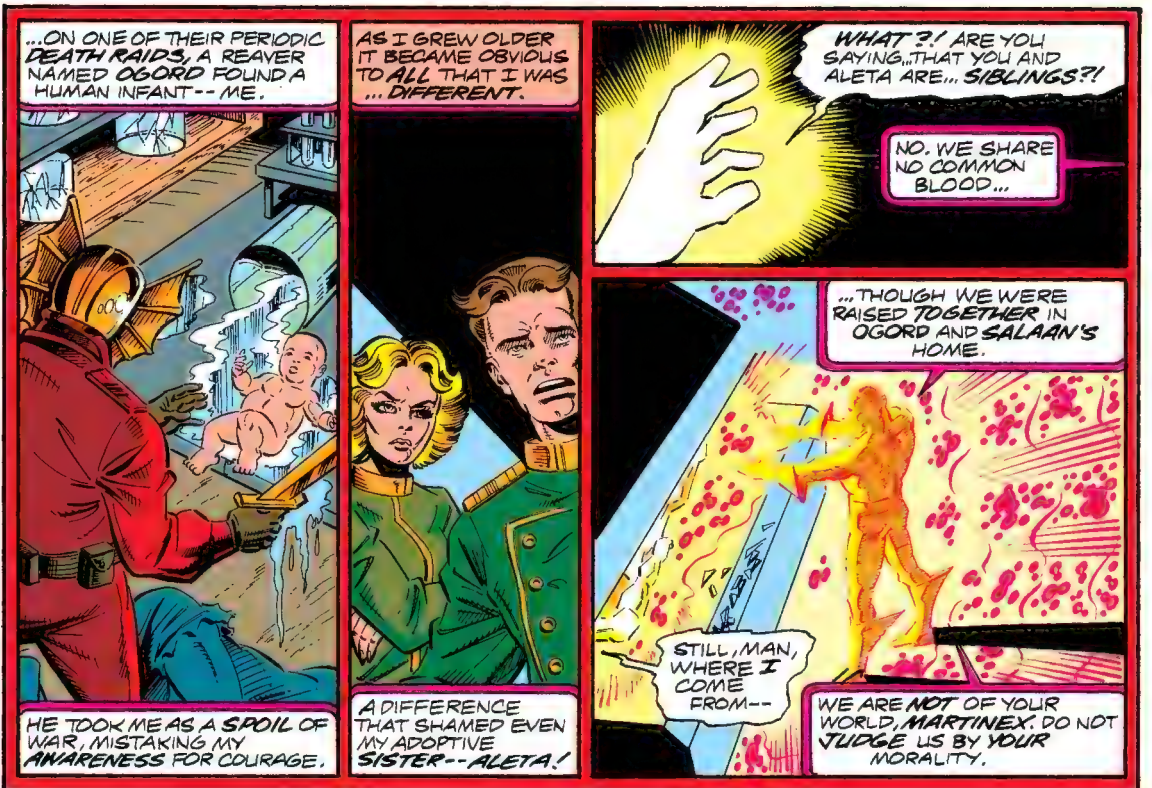
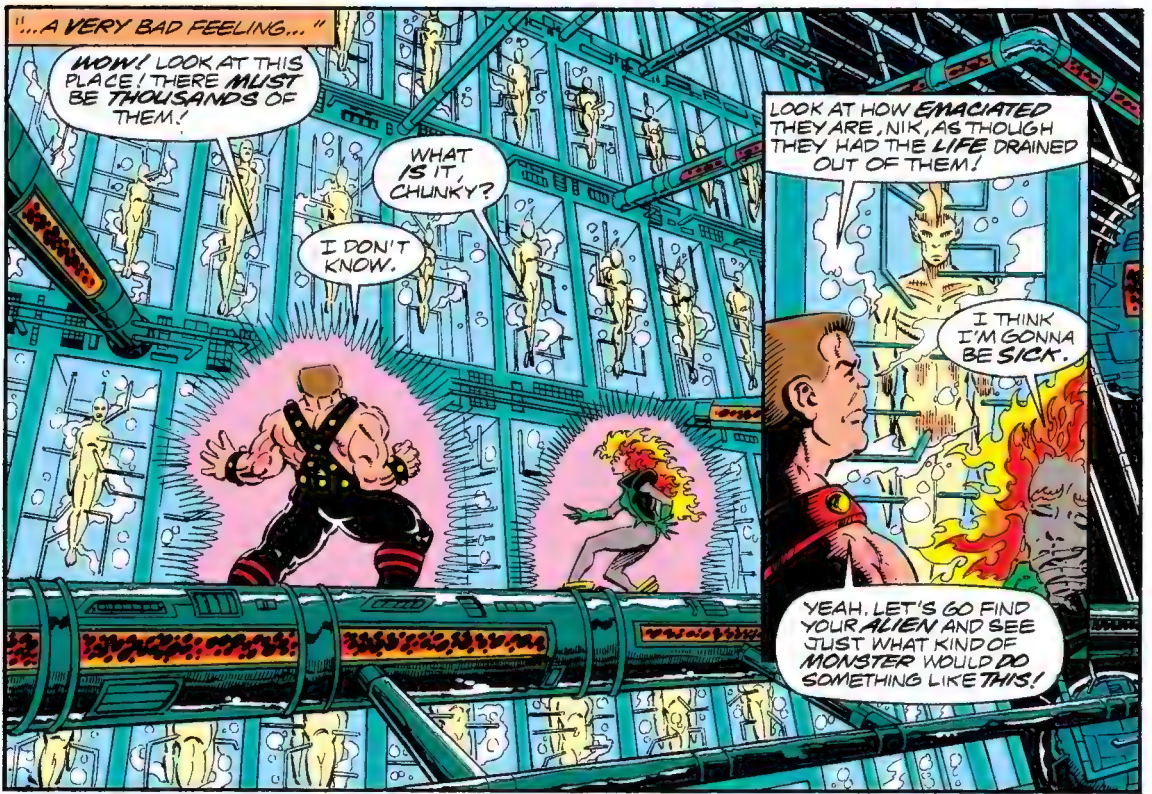
and
**JIVIN'
JIMMY
VALENTINO**
MANUAL LABOR

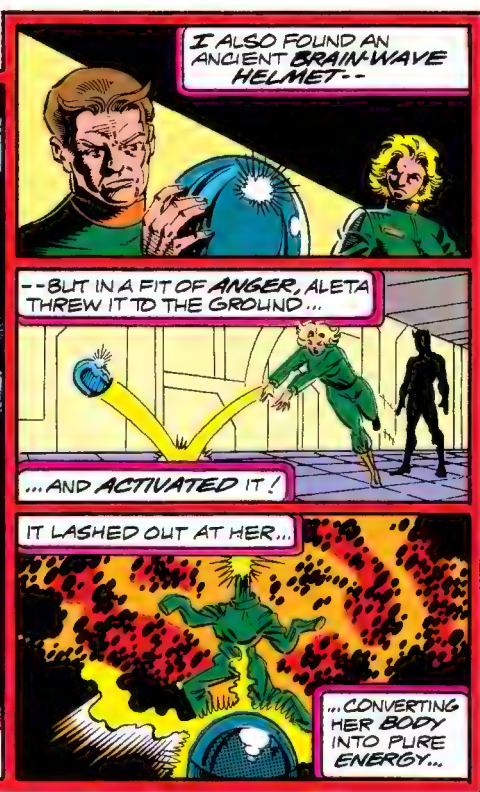
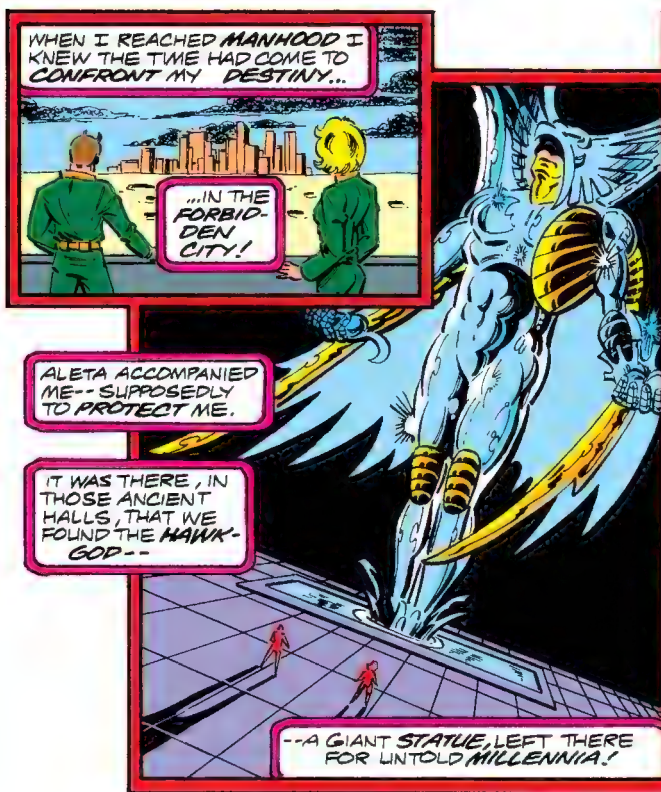
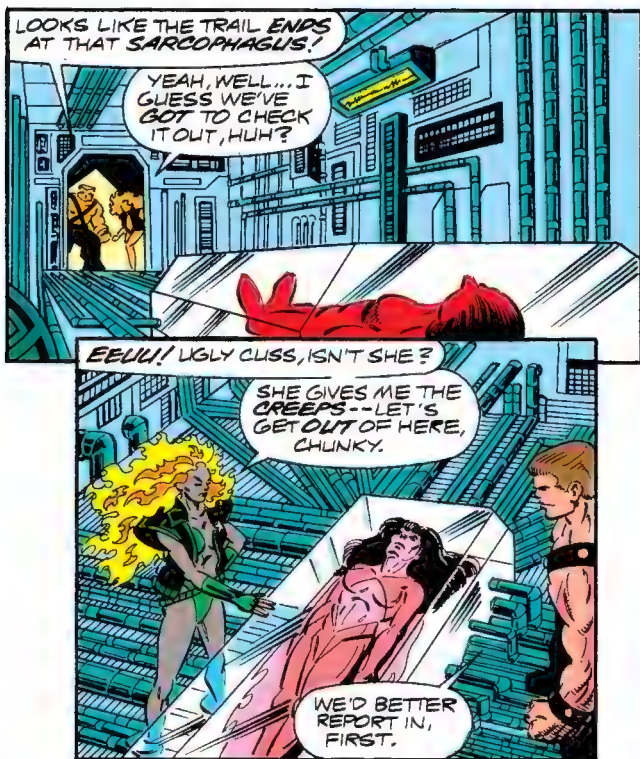














FOOD!

CHARLIE, I THINK SHE'S AWAY--

UNGHHH! FEEL...WEAK! BEING...DRAINED!

CHARLIE!

NIKKI! WHAT'S GOING ON OVER THERE?



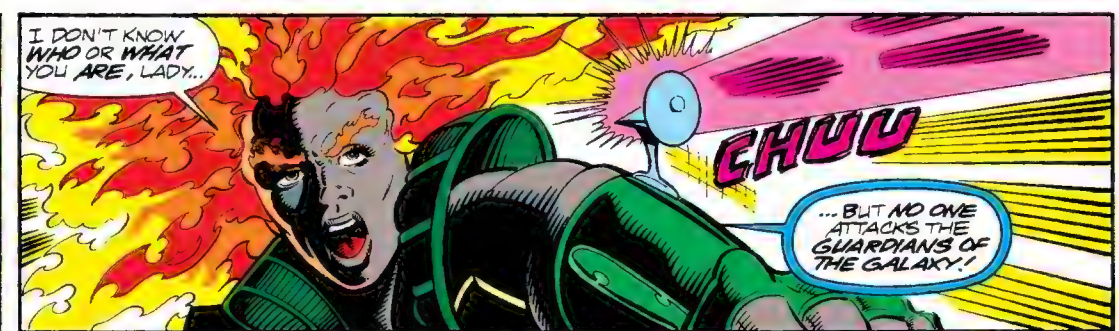
WHERE IS HE?!

OH, MY STARS!

BRING HIM TO ME--NOW!

UNGHH...

NIKKI, ANSWER ME!



I DON'T KNOW WHO OR WHAT YOU ARE, LADY...

CHUU

...BUT NO ONE ATTACKS THE GUARDIANS OF THE GALAXY!

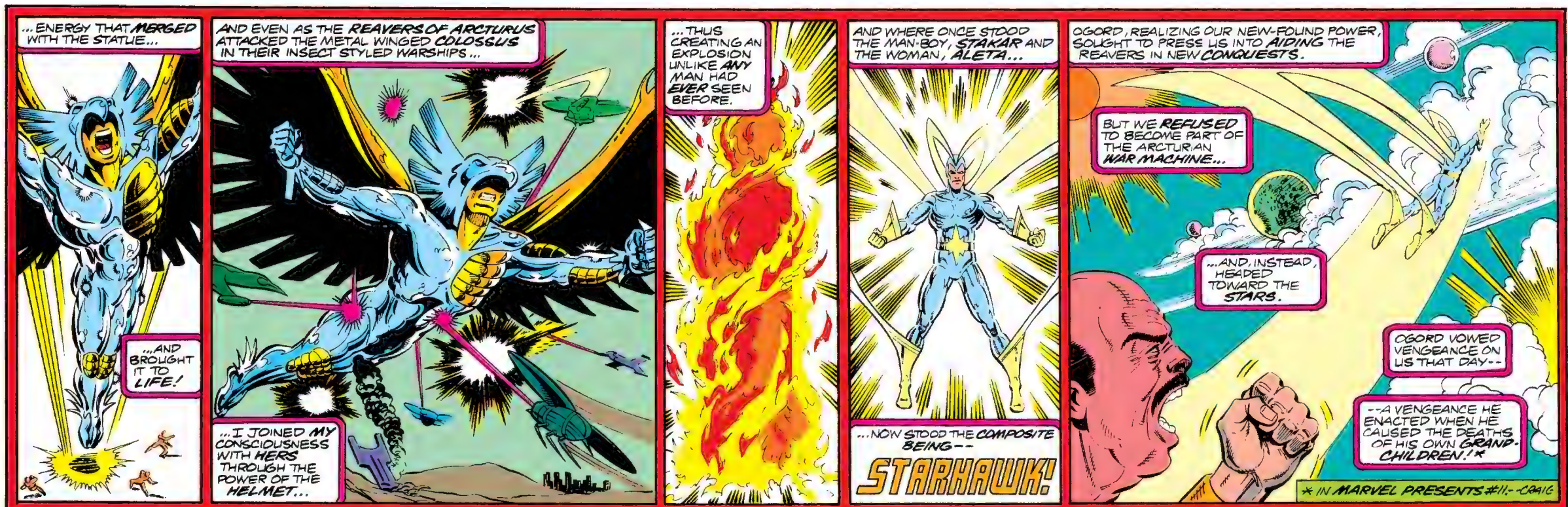


THE GUARDIANS--YES! MY FATHER SAID THAT YOU WOULD BE THE CARETAKERS!

TELL ME WHERE THE CHILD IS, WHELP--OR DIE!

NIKKI! WHAT "CHILD"?

...GASP! WHAT ARE YOU TALKING ABOUT?!



...ENERGY THAT MERGED WITH THE STATUE...

AND EVEN AS THE REAVERS OF ARCTURUS ATTACKED THE METAL WINGED COLOSSUS IN THEIR INSECT STYLED WARSHIPS...

...AND BROUGHT IT TO LIFE!

...I JOINED MY CONSCIOUSNESS WITH HERS THROUGH THE POWER OF THE HELMET...

...THUS CREATING AN EXPLOSION UNLIKE ANY MAN HAD EVER SEEN BEFORE.

AND WHERE ONCE STOOD THE MAN-BOY, STAKAR AND THE WOMAN, ALETA...

OGGORD, REALIZING OUR NEW-FOUND POWER, SOUGHT TO PRESS US INTO AIDING THE REAVERS IN NEW CONQUESTS.

BUT WE REFUSED TO BECOME PART OF THE ARCTURIAN WAR MACHINE...

...AND, INSTEAD, HEADED TOWARD THE STARS.

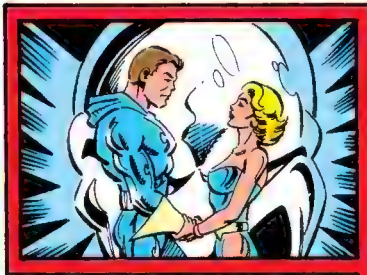
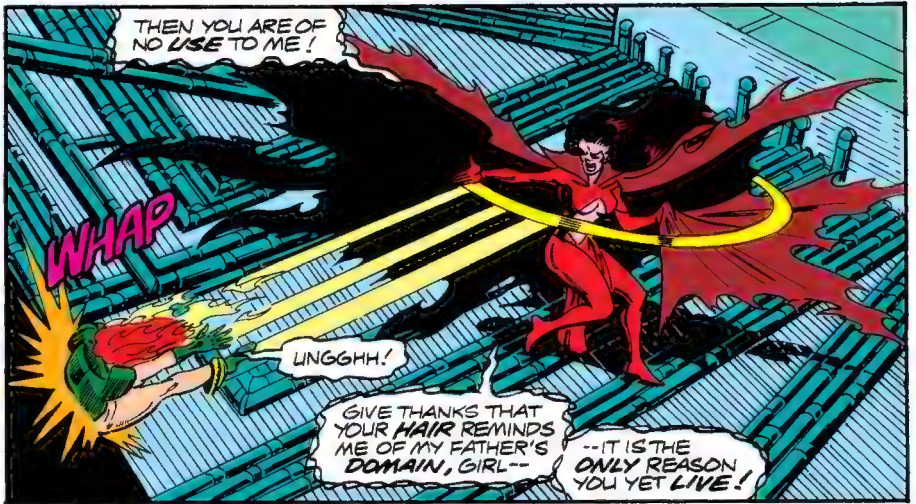
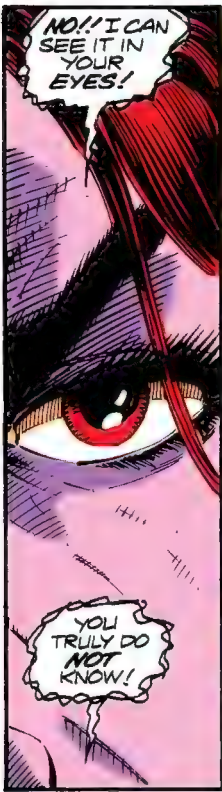
OGGORD VOWED VENGEANCE ON US THAT DAY--

--A VENGEANCE HE ENACTED WHEN HE CAUSED THE DEATHS OF HIS OWN GRAND-CHILDREN!*

...NOW STOOD THE COMPOSITE BEING--

STARHAWK!

* IN MARVEL PRESENTS #11 - CRAIG



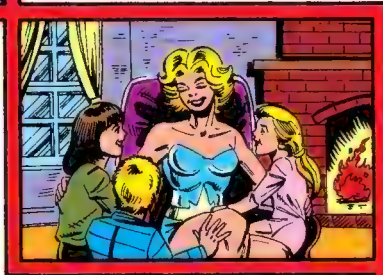
WE WERE CONTENT IN OUR NEW HOME AMONG THE STARS--AND WITHIN THE NEW BODY WE NOW INHABITED, EVEN THOUGH ONLY ONE OF US COULD BE CORPOREAL AT A TIME.

BUT EVEN TO BEINGS SUCH AS THAT WHICH WE HAD BECOME, THE COSMOS CAN BE A COLD AND EMPTY PLACE.

IT WAS WITH THAT EMPTINESS IN OUR SOUL THAT WE RETURNED TO ARCTURUS--UNSEEN AND UNSUSPECTED.

AND IT WAS THERE THAT WE BID THE HAWK-GOD TO, ONCE AGAIN SEPARATE US.

THUS, THE TWO WHO HAD BECOME ONE, BECAME TWO ONCE MORE, THAT THEY COULD JOIN TOGETHER AS ONE.



IT WAS AFTER THIS THAT ALETA CAME INTO FULL POSSESSION OF THE BODY. SHE BORE AND THEN RAISED THE FRUIT OF OUR UNION--OUR BELOVED CHILDREN, TARA, SITA AND JOHN.

BUT THE PULL OF DESTINY WAS TOO STRONG TO IGNORE AND I, ONCE AGAIN, ASSUMED THE BODY AND RETURNED TO THE STARS.

BEFORE I LEFT THEM, I BUILT A HOME FOR THE CHILDREN ON AN ASTEROID. IT WAS A SIMPLE WOODEN FARMHOUSE OF EARTHLY DESIGN THAT ALETA FANCIED.

AND ONE WITH WHICH SHE HAD AN EMPATHIC RAPPORT, EVEN WHEN DISCORPOREAL.





WHERE IS THE CHILD?

...WRONG...?



HALT RIGHT WHERE YOU ARE, WOMAN! OR FACE THE POWER OF THE LIGHT?

YOU!!

YOU ARE THE ONE!

YOU ARE THE RIVAL!!

WHAP

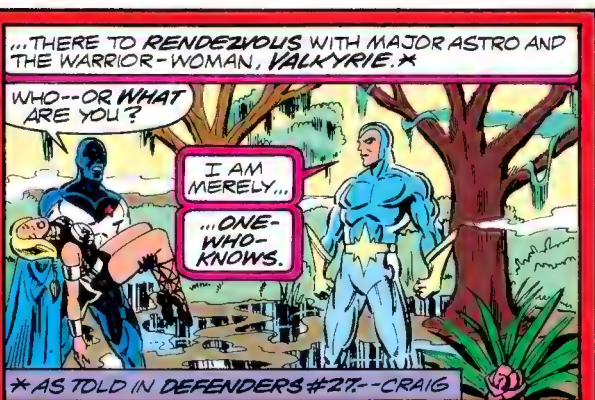


AND I SHALL HAVE YOUR LIFE!



I FASHIONED A FACE MASK THAT WOULD ALLOW ME INSTANT COMMUNICATION WITH THE CHILDREN ACROSS THE VOID...

...AND DEPARTED FOR THE PLANET LOTIARA...



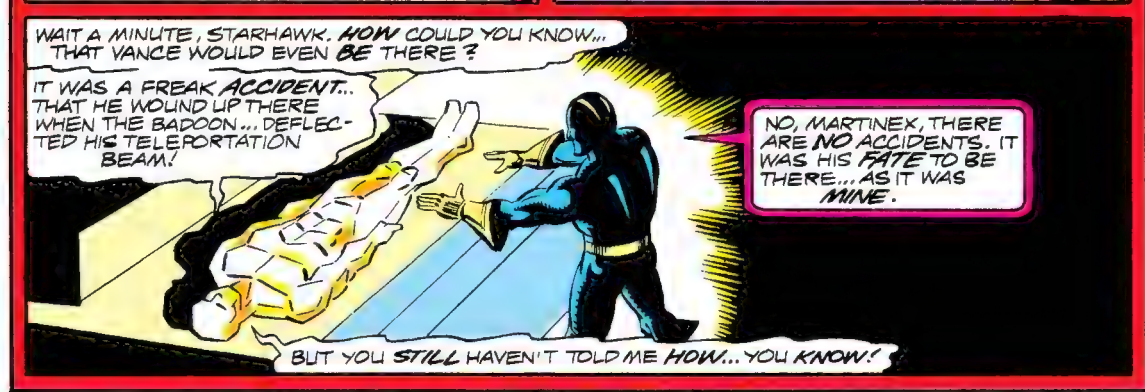
...THERE TO RENDEZVOUS WITH MAJOR ASTRO AND THE WARRIOR-WOMAN, VALKYRIE.*

WHO--OR WHAT ARE YOU?

I AM MERELY...

...ONE-WHO-KNOWS.

* AS TOLD IN DEFENDERS #27. -CRAIG

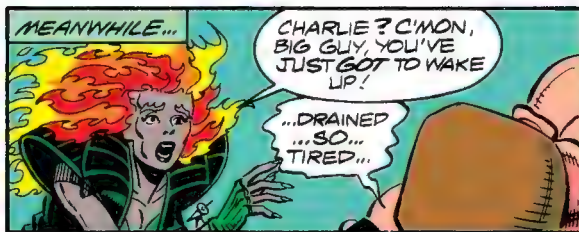


WAIT A MINUTE, STARHAWK. NOW COULD YOU KNOW... THAT VANCE WOULD EVEN BE THERE?

IT WAS A FREAK ACCIDENT... THAT HE WOUND UP THERE WHEN THE BADOON... DEFLECTED HIS TELEPORTATION BEAM!

NO, MARTINEZ, THERE ARE NO ACCIDENTS. IT WAS HIS FATE TO BE THERE... AS IT WAS MINE.

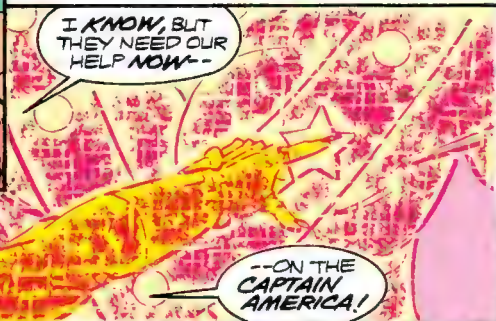
BUT YOU STILL HAVEN'T TOLD ME HOW... YOU KNOW!



MEANWHILE...

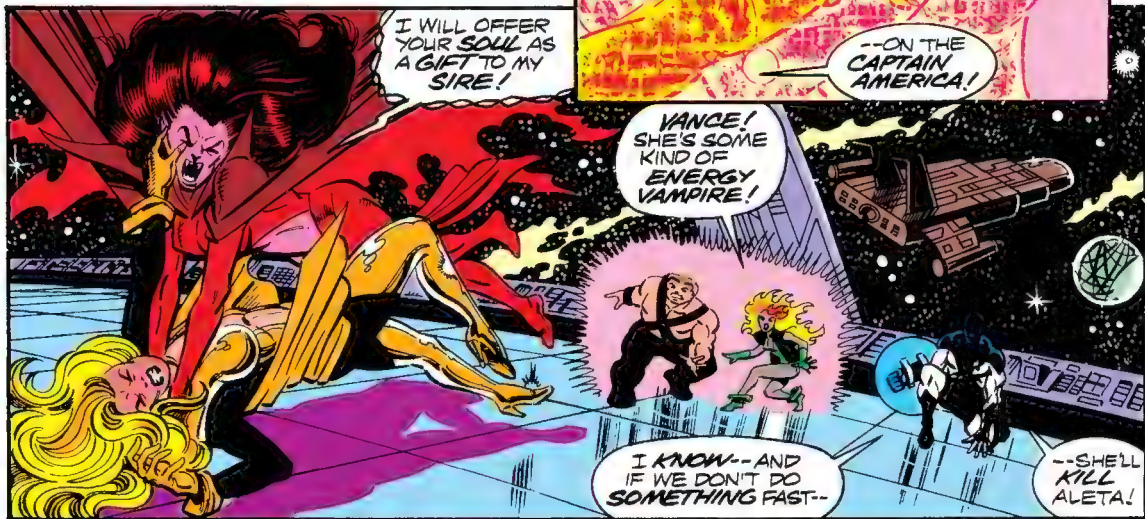
CHARLIE? C'MON, BIG GUY, YOU'VE JUST GOT TO WAKE UP!

...DRAINED
...SO...
TIRED...



I KNOW, BUT THEY NEED OUR HELP NOW--

--ON THE CAPTAIN AMERICA!

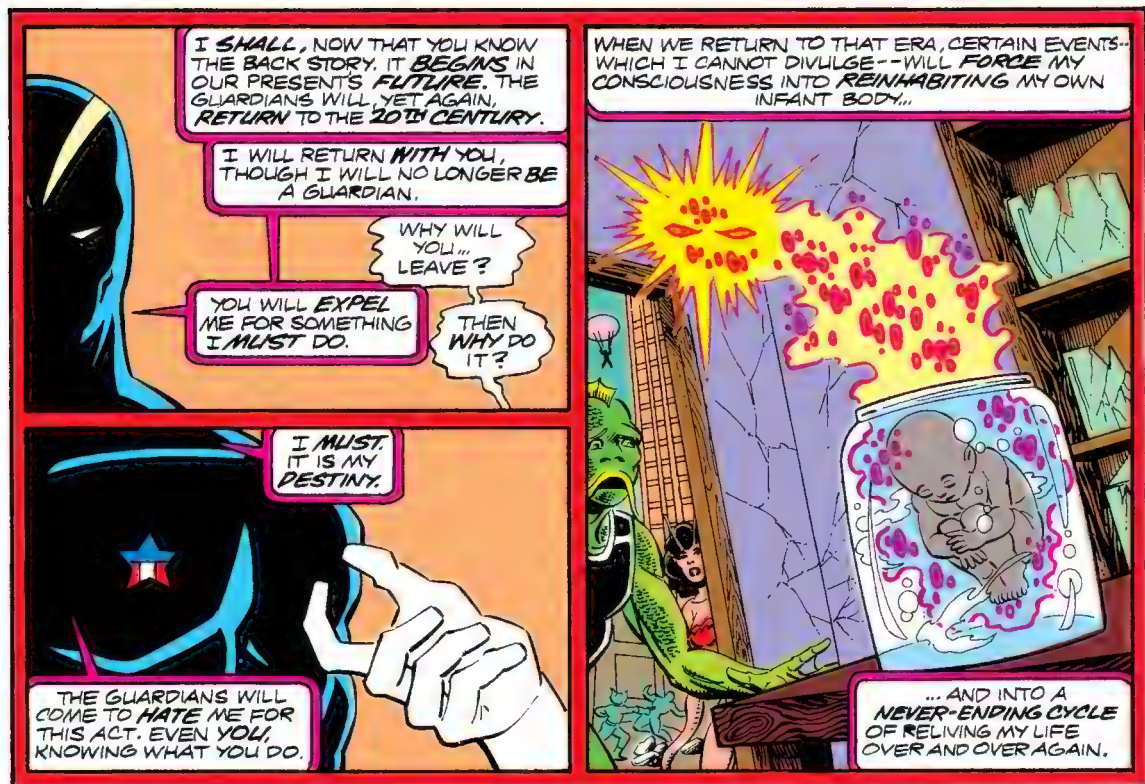


I WILL OFFER YOUR SOUL AS A GIFT TO MY SIRE!

VANCE! SHE'S SOME KIND OF ENERGY VAMPIRE!

I KNOW--AND IF WE DON'T DO SOMETHING FAST--

--SHE'LL KILL ALETA!



I SHALL, NOW THAT YOU KNOW THE BACK STORY, IT *BEGINS* IN OUR PRESENT'S *FUTURE*. THE GUARDIANS WILL YET AGAIN, RETURN TO THE 20TH CENTURY.

I WILL RETURN *WITH YOU*, THOUGH I WILL NO LONGER BE A GUARDIAN.

WHY WILL YOU... LEAVE?

YOU WILL *EXPEL* ME FOR SOMETHING I *MUST* DO.

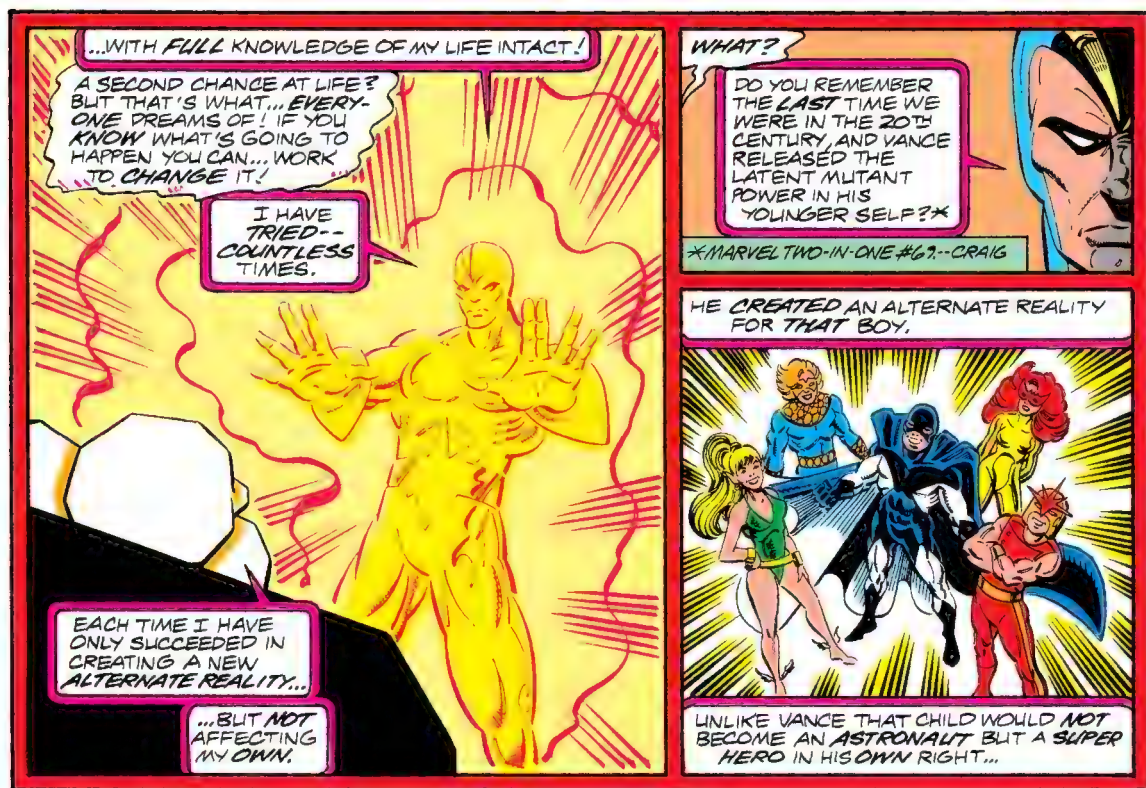
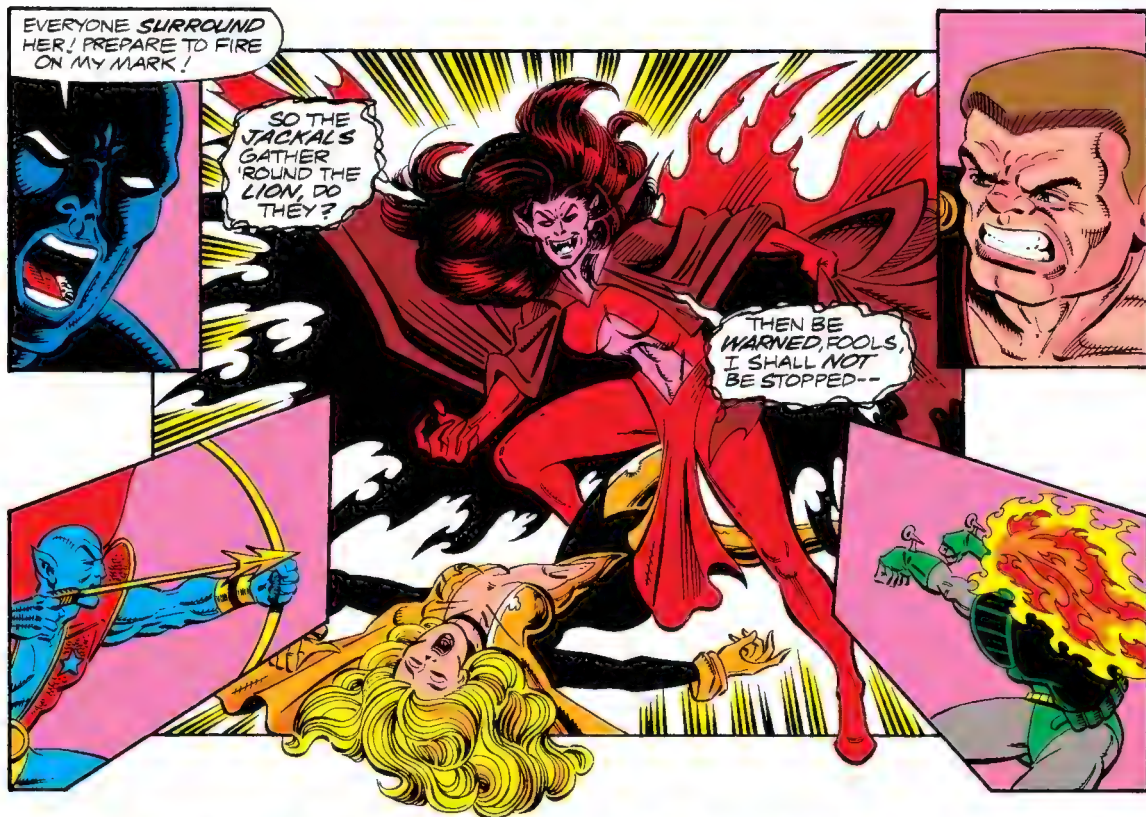
THEN WHY DO IT?

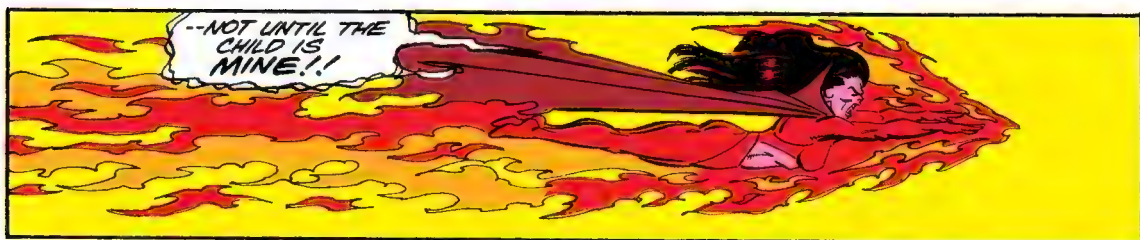
I *MUST*. IT IS MY DESTINY.

THE GUARDIANS WILL COME TO *HATE* ME FOR THIS ACT. EVEN YOU, KNOWING WHAT YOU DO.

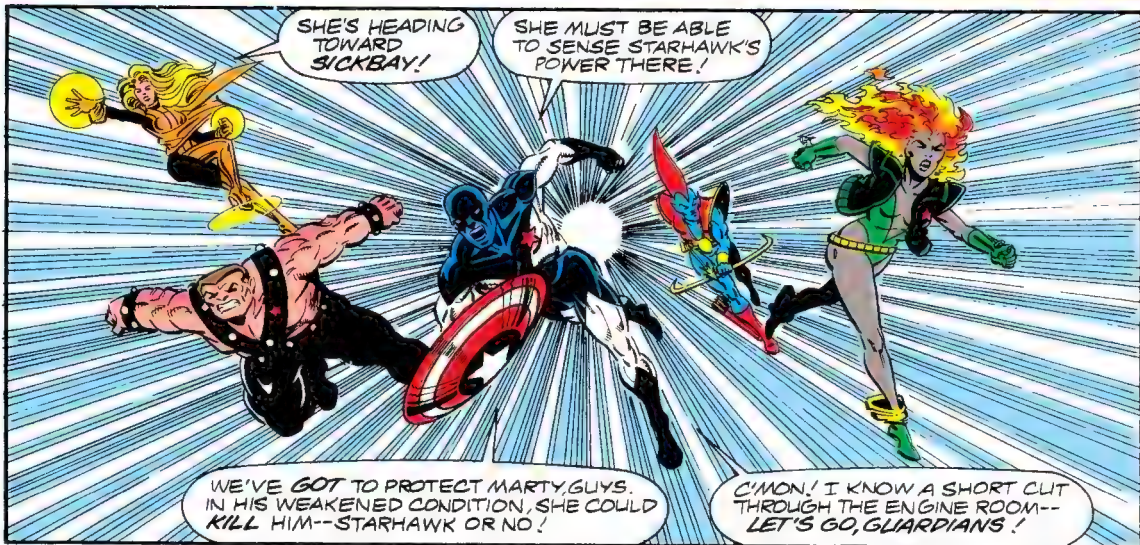
WHEN WE RETURN TO THAT ERA, CERTAIN EVENTS--WHICH I CANNOT DIVULGE--WILL *FORCE* MY CONSCIOUSNESS INTO *REINHABITING* MY OWN INFANT BODY...

...AND INTO A NEVER-ENDING CYCLE OF RELIVING MY LIFE OVER AND OVER AGAIN.





--NOT UNTIL THE CHILD IS MINE!!

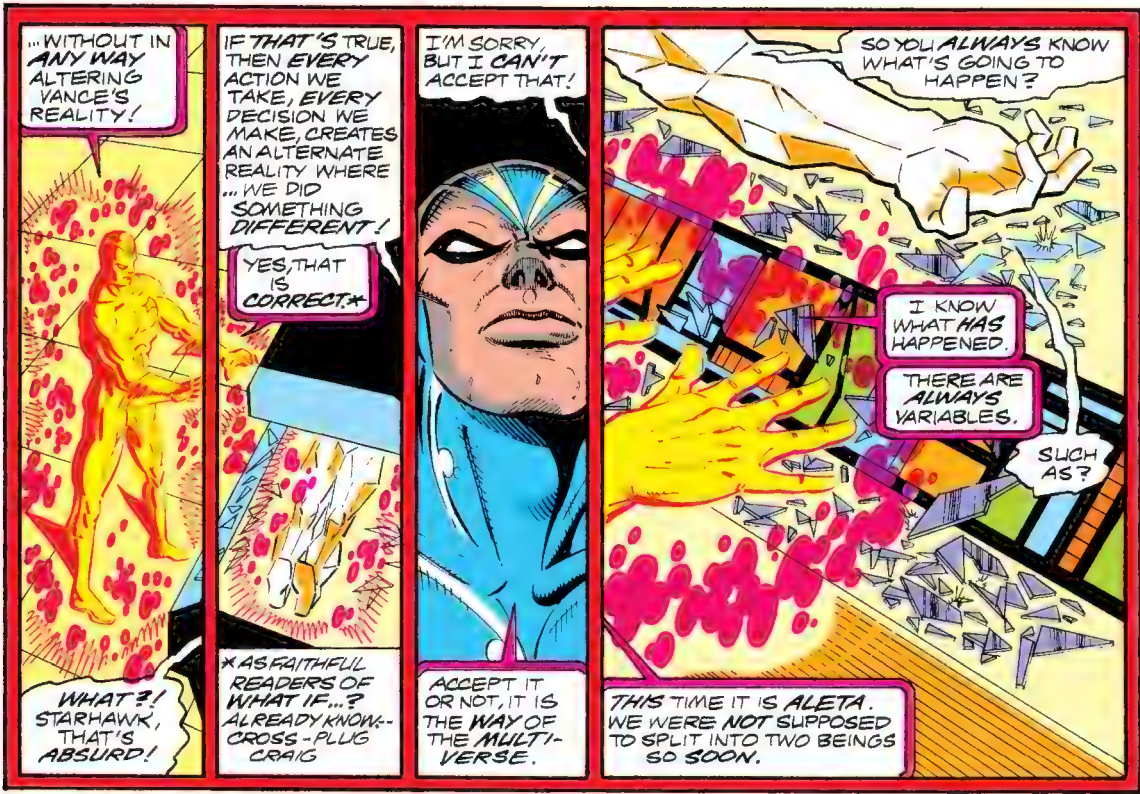


SHE'S HEADING TOWARD SICKBAY!

SHE MUST BE ABLE TO SENSE STARHAWK'S POWER THERE!

WE'VE GOT TO PROTECT MARTY, GUYS. IN HIS WEAKENED CONDITION, SHE COULD KILL HIM--STARHAWK OR NO!

C'MON! I KNOW A SHORT CUT THROUGH THE ENGINE ROOM--LET'S GO, GUARDIANS!



...WITHOUT IN ANY WAY ALTERING VANCE'S REALITY!

IF THAT'S TRUE, THEN EVERY ACTION WE TAKE, EVERY DECISION WE MAKE, CREATES AN ALTERNATE REALITY WHERE ... WE DID SOMETHING DIFFERENT!

YES, THAT IS CORRECT.*

I'M SORRY, BUT I CAN'T ACCEPT THAT!

ACCEPT IT OR NOT, IT IS THE WAY OF THE MULTI-VERSE.

SO YOU ALWAYS KNOW WHAT'S GOING TO HAPPEN?

I KNOW WHAT HAS HAPPENED.

THERE ARE ALWAYS VARIABLES.

SUCH AS?

WHAT?! STARHAWK, THAT'S ABSURD!

* AS FAITHFUL READERS OF WHAT IF...? ALREADY KNOW--CROSS-PLUG CRAIG

THIS TIME IT IS ALETA. WE WERE NOT SUPPOSED TO SPLIT INTO TWO BEINGS SO SOON.



WE MADE IT! CHARLIE, YOU BLOCK THE DOOR.

THE REST OF YOU, LOAD UP AND GET READY!

I DON'T WANT TO TAKE ANY CHANCES WITH HER-- SHE'S TOO POWERFUL!



MORTAL FOOLS! YOU SEEK TO STOP ME FROM ENTERING YON ROOM?

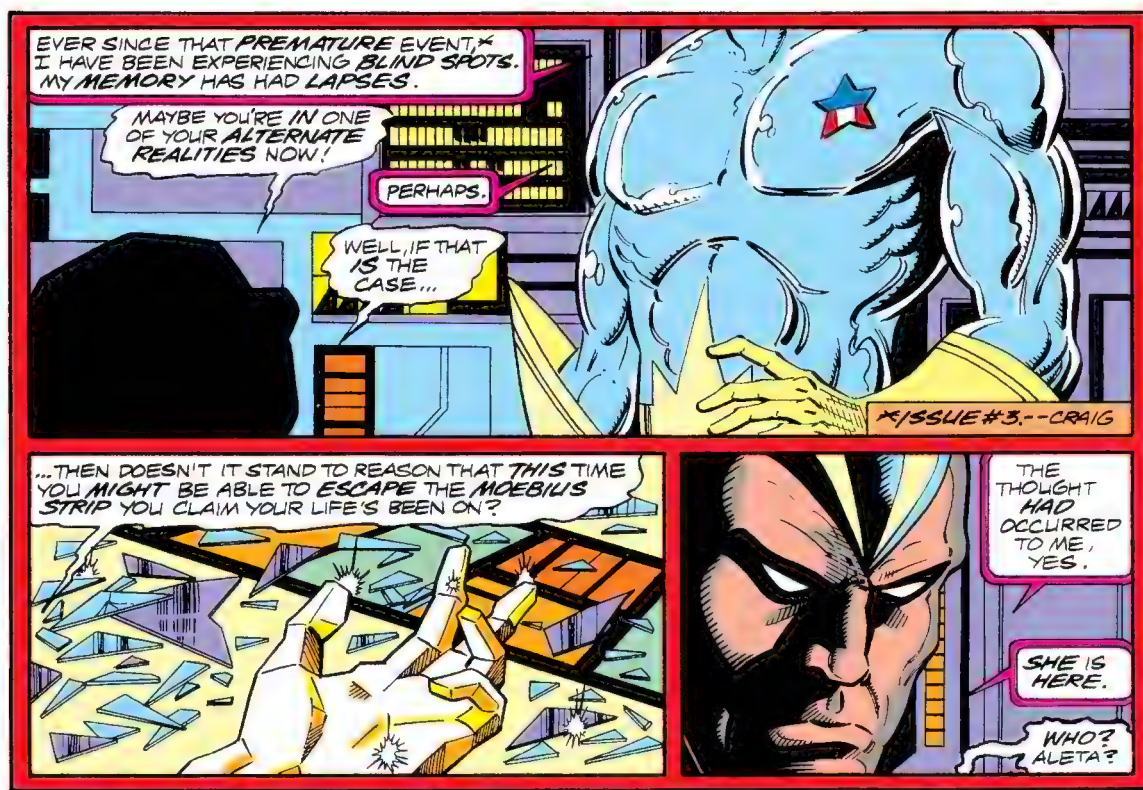


WE AIM TO TRY!



THEN YOU SHALL ALL DIE!!

HER BODY CRACKLES WITH ENERGY AS SHE DRAINS THE LIFE-FORCE FROM THE GUARDIANS!



EVER SINCE THAT PREMATURE EVENT, I HAVE BEEN EXPERIENCING BLIND SPOTS. MY MEMORY HAS HAD LAPSES.

MAYBE YOU'RE IN ONE OF YOUR ALTERNATE REALITIES NOW!

PERHAPS.

WELL, IF THAT IS THE CASE...

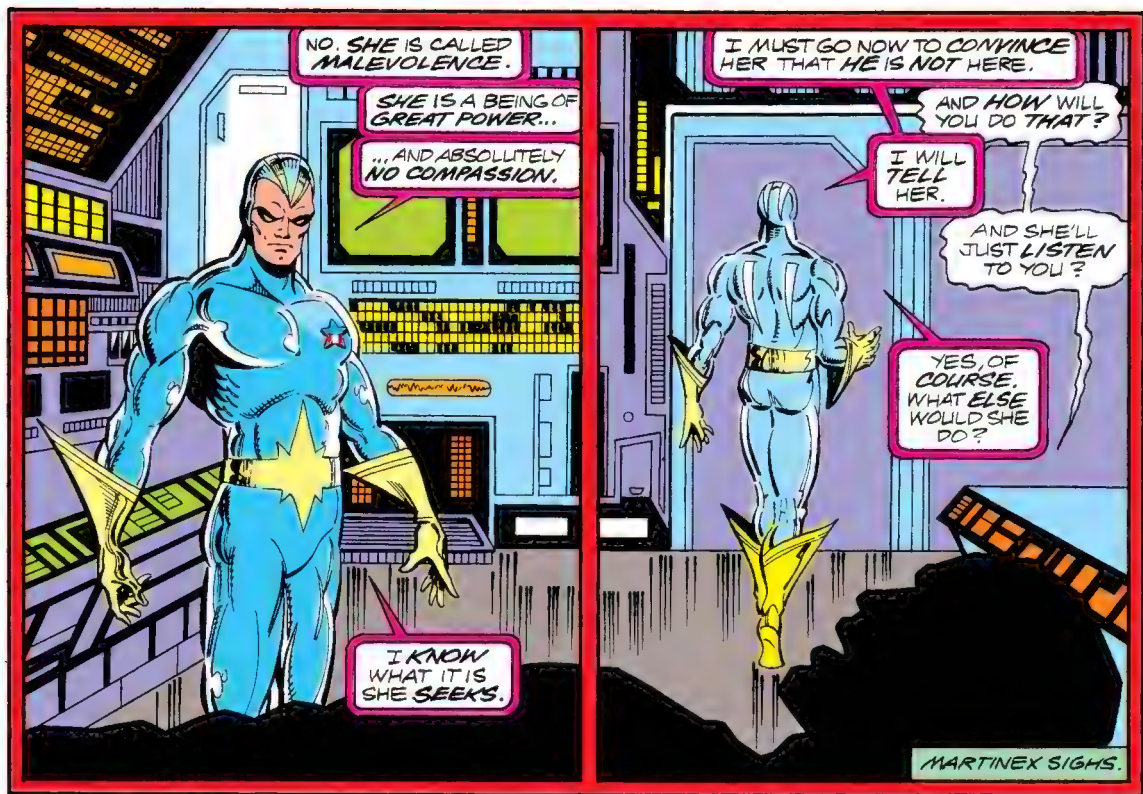
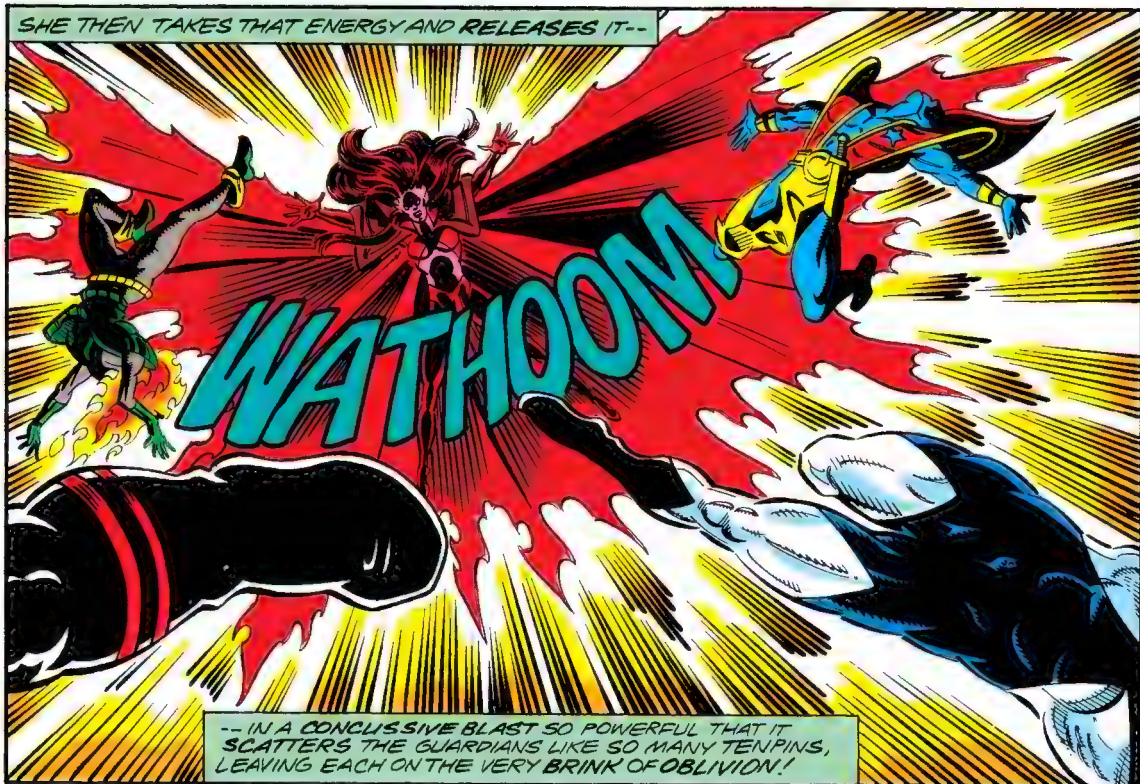
X/ISSUE #3.-CRAIG

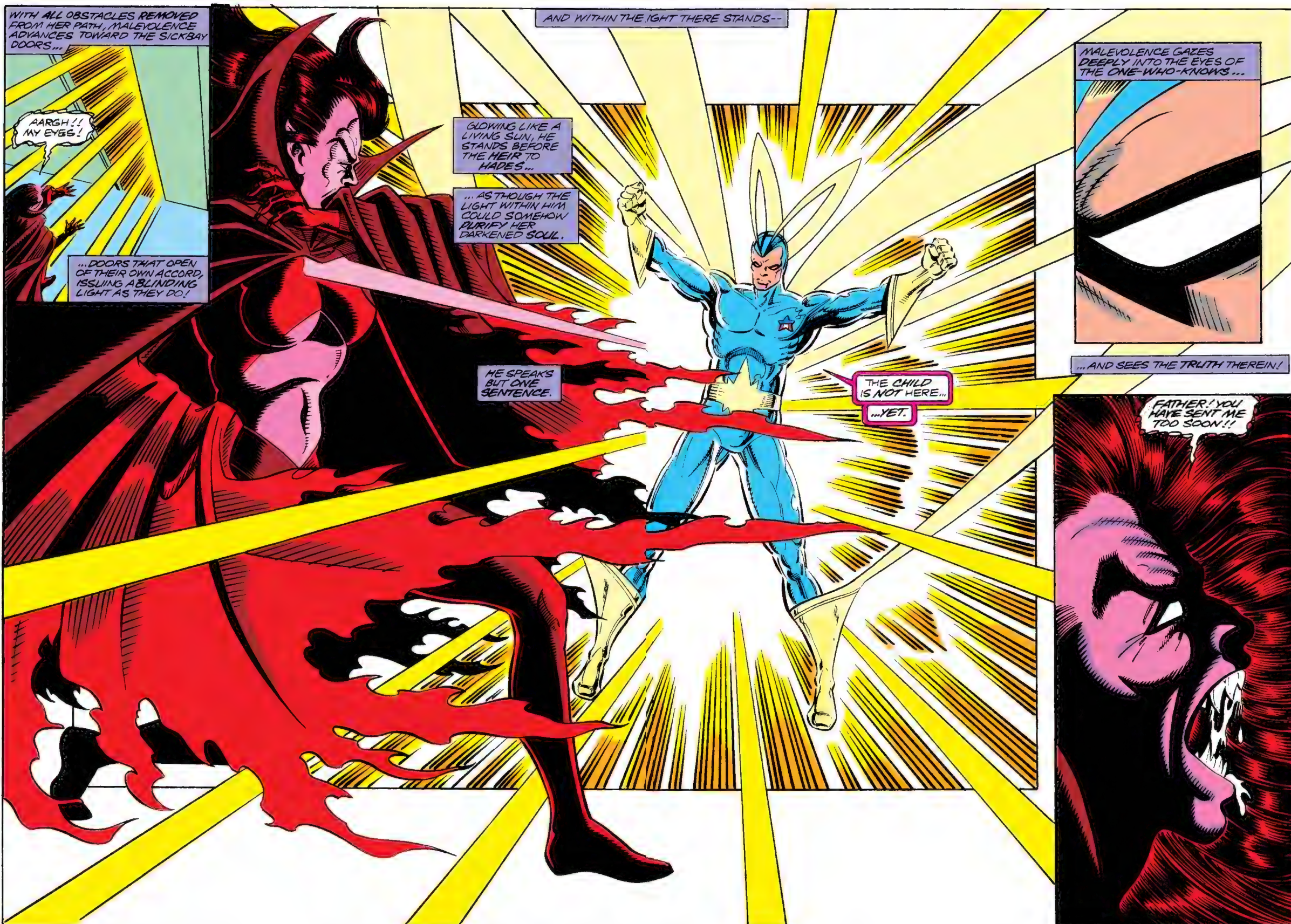
...THEN DOESN'T IT STAND TO REASON THAT THIS TIME YOU MIGHT BE ABLE TO ESCAPE THE MOEBIUS STRIP YOU CLAIM YOUR LIFE'S BEEN ON?

THE THOUGHT HAD OCCURRED TO ME, YES.

SHE IS HERE.

WHO? ALETA?





WITH ALL OBSTACLES REMOVED FROM HER PATH, MALEVOLENCE ADVANCES TOWARD THE SICKBAY DOORS...

AND WITHIN THE LIGHT THERE STANDS--

MALEVOLENCE GAZES DEEPLY INTO THE EYES OF THE ONE-WHO-KNOWS...

AARGH!! MY EYES!

GLOWING LIKE A LIVING SUN, HE STANDS BEFORE THE HEIR TO HADES...

... AS THOUGH THE LIGHT WITHIN HIM COULD SOMEHOW PURIFY HER DARKENED SOUL.

... DOORS THAT OPEN OF THEIR OWN ACCORD, ISSUING ABLINDING LIGHT AS THEY DO!

HE SPEAKS BUT ONE SENTENCE.

THE CHILD IS NOT HERE...
...YET.

... AND SEES THE TRUTH THEREIN!

FATHER! YOU HAVE SENT ME TOO SOON!!

HER CRIMSON THROAT
ISSUES WHAT CAN ONLY
BE DESCRIBED AS A
SHRIEK OF PROTEST--

--A SOUND LOUD
ENOUGH TO REND
TIME ITSELF!

AND WITHOUT FURTHER
WORD SHE TRANSFORMS
HER BODY INTO A COLUMN
OF FIERY ENERGY--

--AND EXITS RIGHT
THROUGH THE
STARSHIP'S HULL!

THE LIGHT OF THE
MUTANT ARCTURIAN
HELPS TO REVIVE HIS
TEAMMATES IN HER
WAKE.

HARKOV'S
BONES!

WOW!

THOUGH STILL STUNNED, THE GUARDIANS
DESCEND UPON THE GIVER-OF-LIGHT
WITH A BARRAGE OF QUESTIONS...

...QUESTIONS THAT REQUIRE ANSWERS.

ANSWERS
THAT ONLY HE
WOULD KNOW!

WHAT WAS
THAT ALL
ABOUT,
STARHAWK?

WHO WAS
THAT...
WOMAN?

I CANNOT, MY FRIENDS.
THE FUTURE WILL
REVEAL ITS OWN
ANSWERS.



ON THIS YOU **MUST**
ACCEPT THE WORD
OF--

YEAH, AND JUST
WHO IN THE BLIP
IS THIS CHILD SHE
KEPT ON YAMMERIN'
ABOUT?

WHY DID SHE
CALL ALETA
"THE RIVAL"?

WHAT'S GOING
ON HERE,
STARHAWK?

YOU'VE GOT
TO TELL US
WHAT YOU
KNOW.

DON'T YOU **DARE**
GO GIVIN' US THAT
"ONE-WHO-
KNOWS" JUNK!
WE JUST GOT
OUR TAILS
KICKED AND WE
WANT TO KNOW--

TRUST
HIM,
CHARLIE.

HE
DOES
KNOW.

MARTY?!
BUT WE ALL
THOUGHT YOU
WERE--

DEAD? ALMOST WAS,
BUT STARHAWK PULLED
ME THROUGH.

HIS LIGHT HELPED
KEEP ME ALIVE. IF IT
WASN'T FOR HIM I
DON'T BELIEVE MY
BODY COULD HAVE
ADJUSTED TO THIS
WEIRD MUTATION.

HE TOLD ME THINGS.
THINGS THAT NONE
OF YOU IS AWARE
OF...

...THINGS THAT
PERHAPS, NONE
OF US SHOULD
KNOW!

YOU HAVE ALL PLACED
YOUR TRUST IN ME
BEFORE. I'M ASKING
YOU TO TRUST ME NOW,
PEOPLE...

...BELIEVE ME WHEN
I TELL YOU THAT HE
DOES KNOW
WHEREOF HE SPEAKS!

AND BELIEVE ME
WHEN I TELL YOU
THAT FOR ALL OF US,
THIS IS DEFINITELY
NOT...

...THE END.

NEXT

DOWN TIME



GUARDIANS OF THE GALAXY BY JIM VALENTINO VOL. 1 TPB
BACK COVER BY JIM VALENTINO, STEVE MONTANO & JOHN KALISZ

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EXPLORE THE MARVEL UNIVERSE OF THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY[™]



**DIE,
STARHAWK!!!**

**YONDU
GOES
MAD!!!**

VALENTINO - LIGHTLE

CHARLIE 27! MARTINEX! NIKKII VANCE ASTRO! YONDUI! ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

WHAT DO THE GUARDIANS OF THE GALAXY DO IN THE DOWN TIME BETWEEN THE VAST DISTANCES OF THE STARS? WOULD YOU BELIEVE THEY EXERCISE?

OH, COME ON, MARTINEX! YOU'RE MAKING THIS MUCH TOO EASY FOR ME!

I'M SORRY, ALETA. I'M NOT USED TO MANIFESTING MY POWERS IN SUCH A MANNER.

I SHALL ATTEMPT TO INCREASE THE LEVEL OF DIFFICULTY FOR YOU.

THESE... UNGHHH... EXERCISES ARE NOT SUPPOSED TO BE LIFE-THREATENING, ALETA.

THEY'RE DESIGNED TO 3000F! : NONE YOUR SKILLS!

AW, QUIT MOTHERING EVERYONE CHUNKY!

EVERYTHING'S GOT TO BE BY-THE-BOOK WITH YOU-- EXERCISE AT 0800, BREAKFAST AT 0900-- SHEESH!

YOU OUGHT TO LEARN TO LIGHTEN UP A LITT--

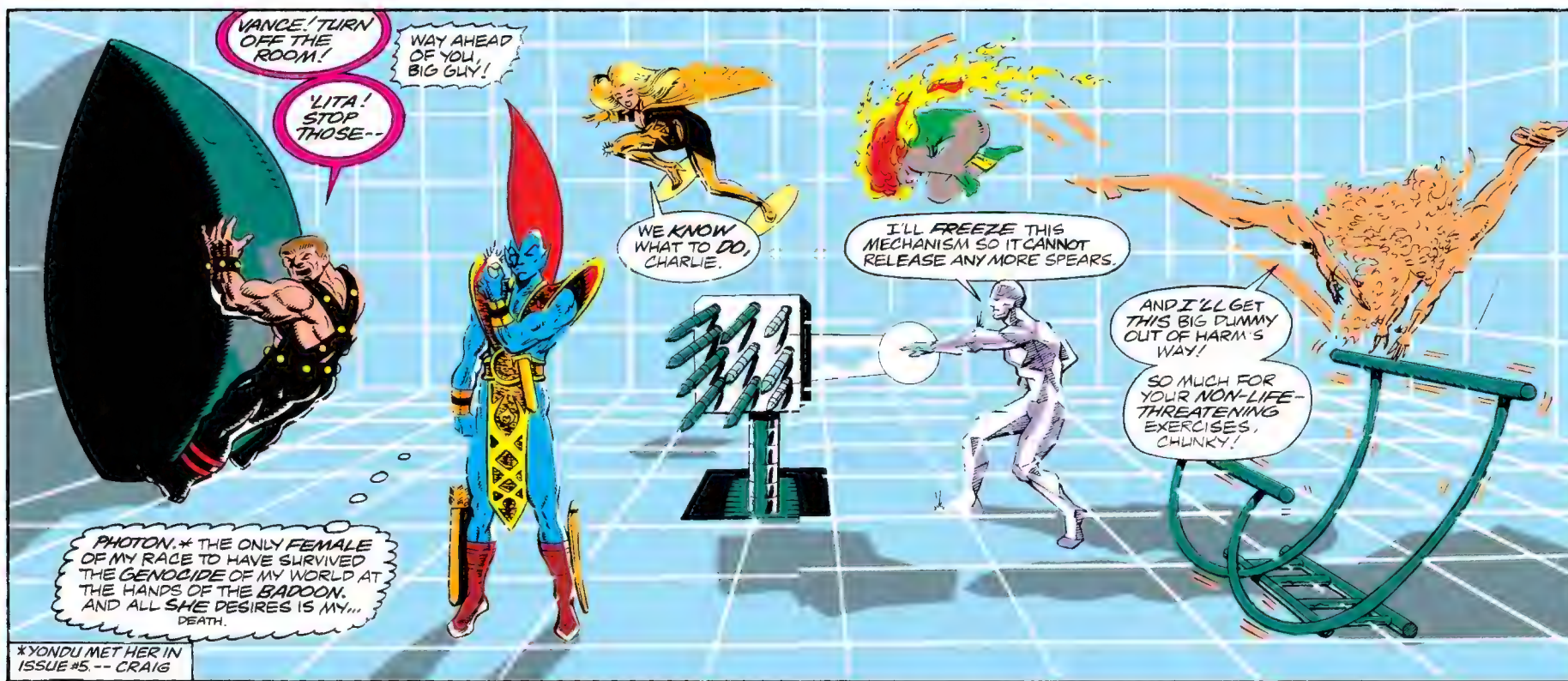
HEY, YONDUI! LOOK OUT!!

THE KOSPAH! * WHY DO I CONTINUE TO EVEN WEAR THEM?

I KNOW IN MY SOUL THAT ALL HOPE OF RE-POPULATING MY PLANET AND COMPLETING THE CIRCLE OF LIFE IS GONE.

* THE KOSPAH ARE CEREMONIAL EARRINGS WORN BY CENTAURIANS AND EXCHANGED AT THE TIME OF JOINING, MUCH AS WE EXCHANGE WEDDING BANDS. -- CRAIG

DOWN



TIME

STEVE MONTANO
HE'S THE **INKER** WHOSE
ALL THE **RAGE!**

KEN LOPEZ
HE **LETTERS** IT
RIGHT ON THE **PAGE!**

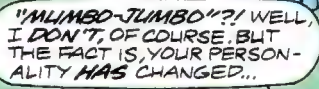
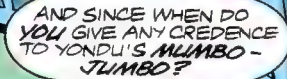
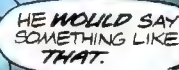
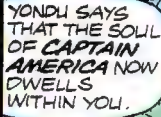
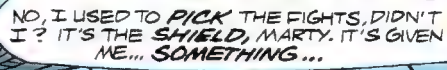
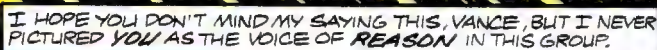
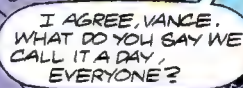
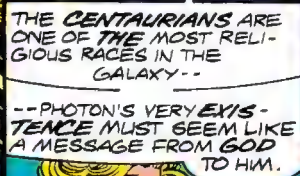
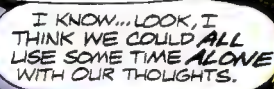
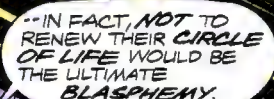
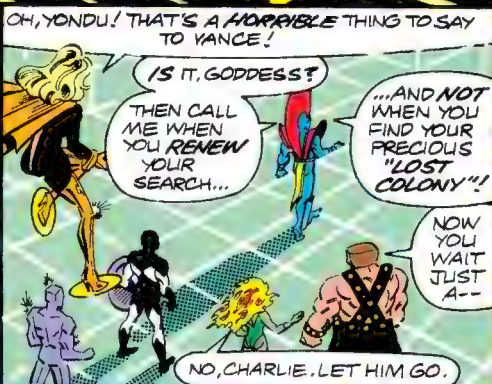
EVELYN STEIN
SHE'S THE **COLORIST**
OF THE **AGE!**

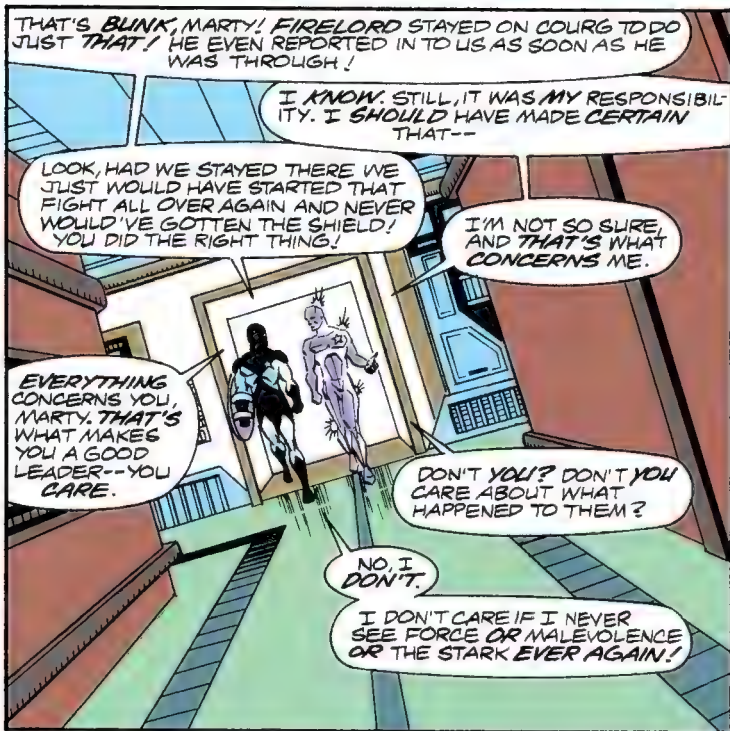
CRAIG ANDERSON
HE **EDITS** IT FOR HIS
WAGE!

TOM DEFALCO
HE'S **MARVEL'S**
FAVORITE **SAGE!**

JIM VALENTINO
HE **SHOULD** BE PUT
IN A **CAGE!**







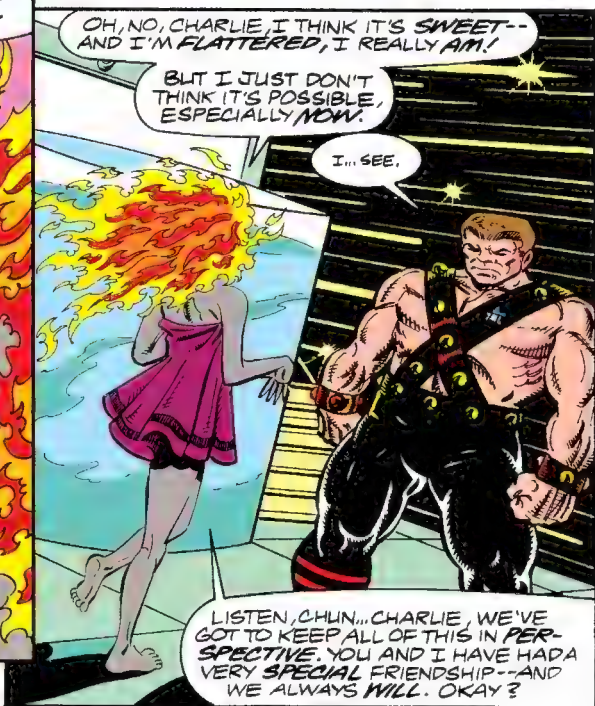
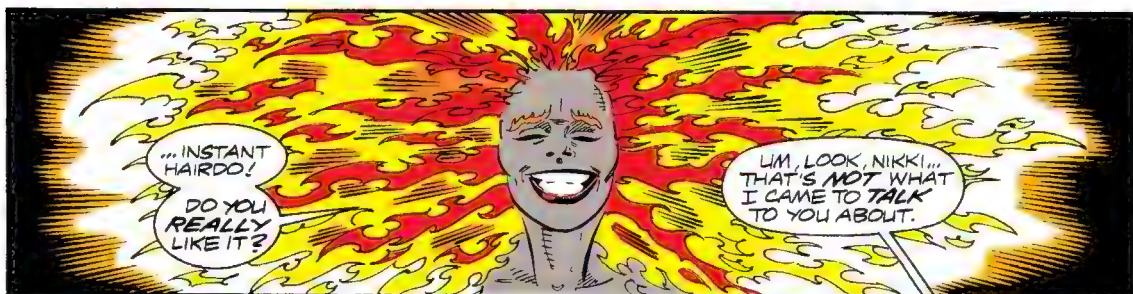
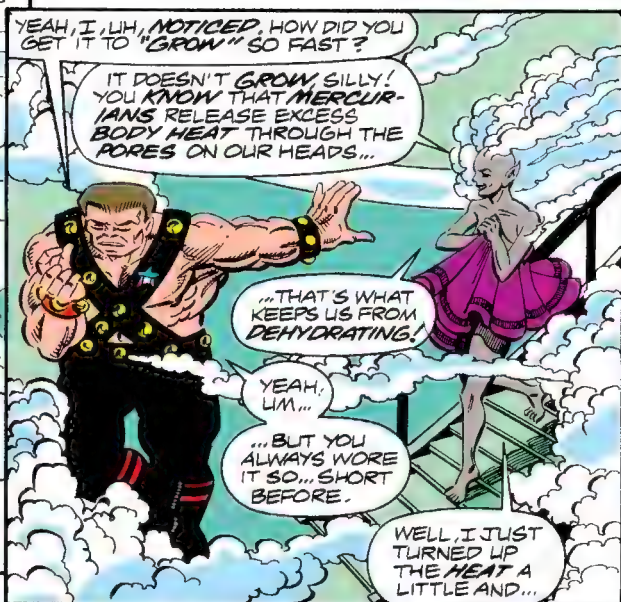
THE STARK WORLD.





THE U.S.S. CAPTAIN AMERICA II...





YEAH... SURE.

GOOD. AND, HEY, UNTIL FURTHER NOTICE, I AM STILL FREE--!

SO, WHAT DO YOU SAY? YOU WANT TO COME UP AND SEE MY ETCHINGS, BIG BOY?

NO, I DON'T THINK SO.

BE STRONG, 27, BE STRONG.

SUIT YOURSELF, HANDSOME. BUT YOU DON'T KNOW **WHAT** YOU'RE MISSING!

YES, I DO, NIK, AND **THAT'S** JUST THE TROUBLE.

GET A GRIP, CAPTAIN 27. CAN'T LET ANY OF THE OTHERS SEE HOW THIS IS AFFECTING ME.

REMEMBER WHAT YOUR FIRST C.O. ALWAYS SAID...

...NEVER LET THEM KNOW YOUR FEELINGS AND THEY'LL NEVER BE ABLE TO HURT YOU...

... NEVER.

I'VE CHECKED THE WHOLE SHIP--STARHAWK IS **NOT** ON BOARD.

I REALLY WANTED SOME FEEDBACK FROM HIM ON THIS IDEA I'VE HAD.

THE **GUARDIANS** HAVE MANAGED TO DO A GREAT DEAL OF **GOOD** IN THE TEN YEARS WE'VE BEEN TOGETHER...

...BUT THE GALAXY IS A BIG PLACE, AND THERE ARE ONLY **SEVEN** OF US!

BUT **WHAT** IF THERE WERE A **HUNDRED** OF US...OR A **THOUSAND**?

EXPANSIONS TEAMS, SIMILAR TO WHAT THE **AVENGERS** DID-- EACH GROUP **AUTONOMOUS**, BUT PART OF THE LARGER WHOLE...

...A **REAL** GROUP OF **GALACTIC GUARDIANS**!

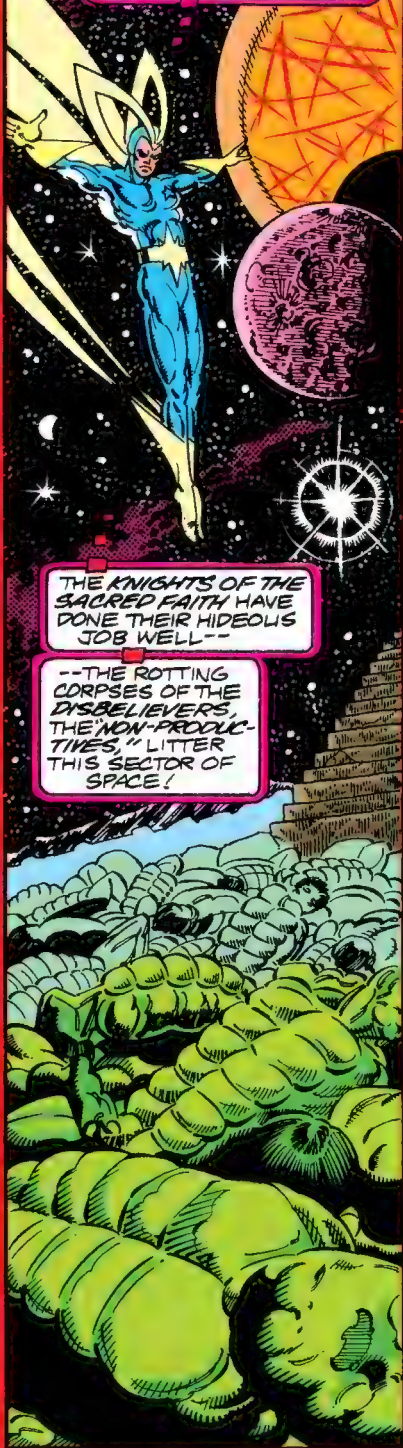
I WONDER IF HE'D TELL ME I'M **CRAZY**...

"...OR THAT IT'S OUR DESTINY!"

IT IS AS I KNEW
IT WOULD BE...

...AS IT HAS
ALWAYS BEEN.

THIS IS THE **FOURTH**
WORLD I HAVE VISITED
TO BE SO DEVASTATED!

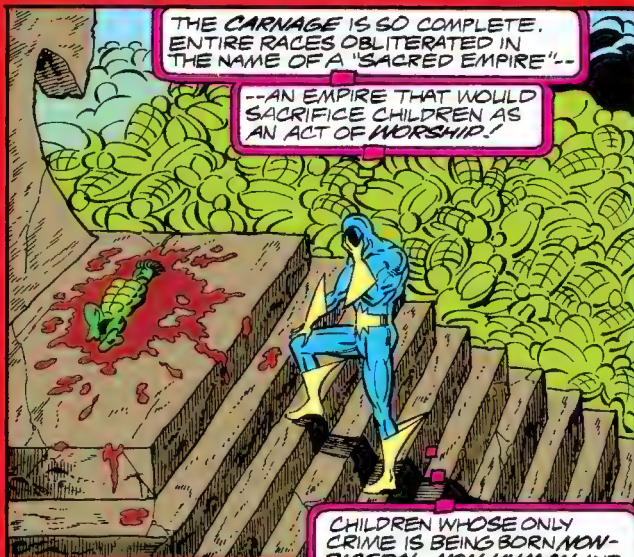


THE **KNIGHTS OF THE
SACRED FAITH** HAVE
DONE THEIR **HIDEOUS**
JOB WELL--

--THE **ROTTING**
CORPSES OF THE
DISBELIEVERS,
THE **NON-PRODUC-**
TIVES, "LITTER
THIS SECTOR OF
SPACE!"

THE **CARNAGE** IS SO COMPLETE.
ENTIRE RACES OBLITERATED IN
THE NAME OF A "SACRED EMPIRE"--

--AN EMPIRE THAT WOULD
SACRIFICE CHILDREN AS
AN ACT OF **WORSHIP!**



CHILDREN WHOSE ONLY
CRIME IS BEING BORN **NON-**
BIPEDAL, NON-HUMAN, AND,
HENCE, NOT IN THEIR DEITY'S
IMAGE!

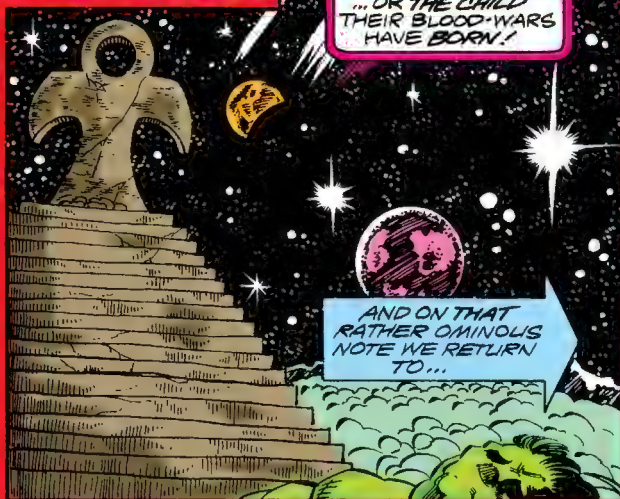
THERE CAN BE NO DOUBT
THAT THE **GUARDIANS**
HAVE ENTERED A SECTOR
OF SPACE WHERE THE
CHURCH'S IRON GRIP IS
STRONG!



NOR CAN THERE BE
ANY WAY FOR MY
ALLIES TO **AVOID**
CONTACT WITH THE
HOLY FORCES...

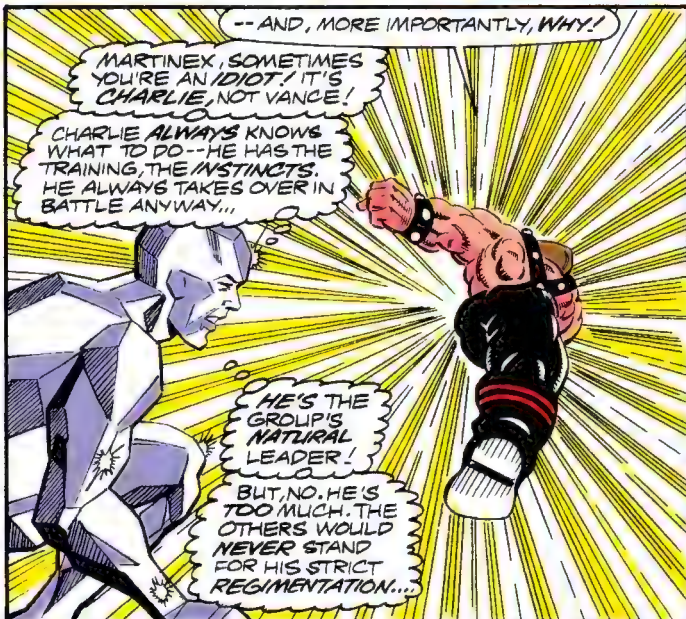
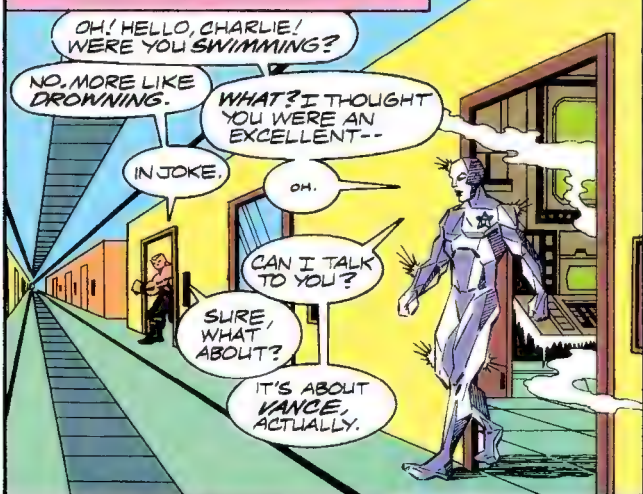


...OR THE CHILD
THEIR **BLOOD-WARS**
HAVE BORN!



AND ON THAT
RATHER **OMINOUS**
NOTE WE RETURN
TO...

...THE U.S.S. CAPTAIN AMERICA II.



"OH, MY STARS! IT'S YONDU!"

I AM TAKING THIS SHIP TO FIND PHOTON!

DO NOT ATTEMPT TO STOP ME!



OH, FOR CRYING OUT LOUD, YONDU! WILL YOU PLEASE STOP THIS?!

YONDU, WE DON'T EVEN KNOW WHERE TO BEGIN LOOKING FOR HER!

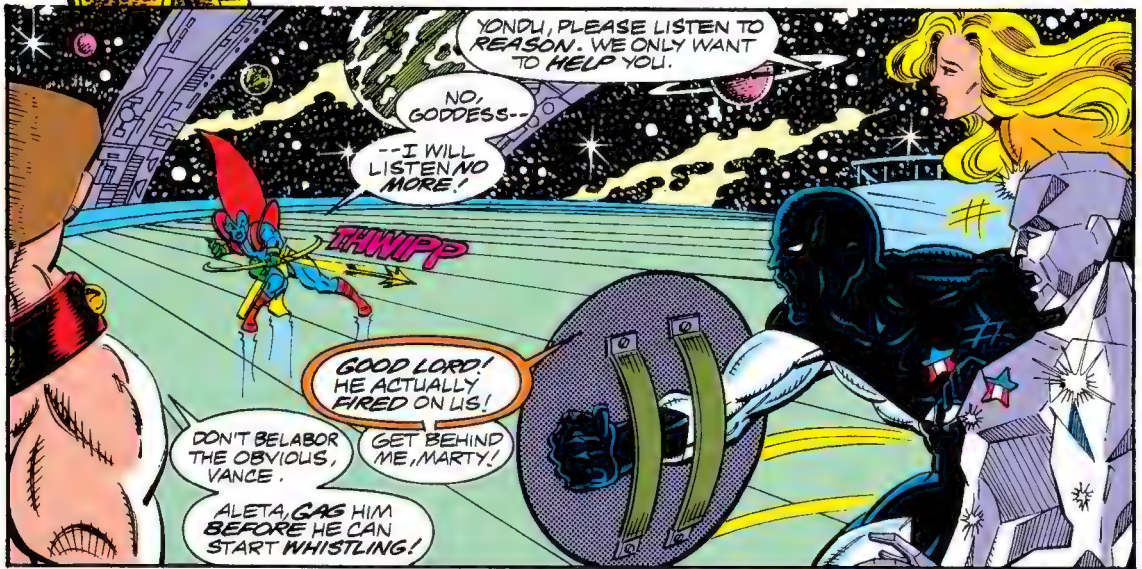


AND EVEN IF WE DID, YOU DON'T KNOW HOW TO FLY THIS SHIP, FLAG-HEAD!

YONDU, PLEASE LISTEN TO REASON. WE ONLY WANT TO HELP YOU.

NO, GODDESS--

--I WILL LISTEN NO MORE!



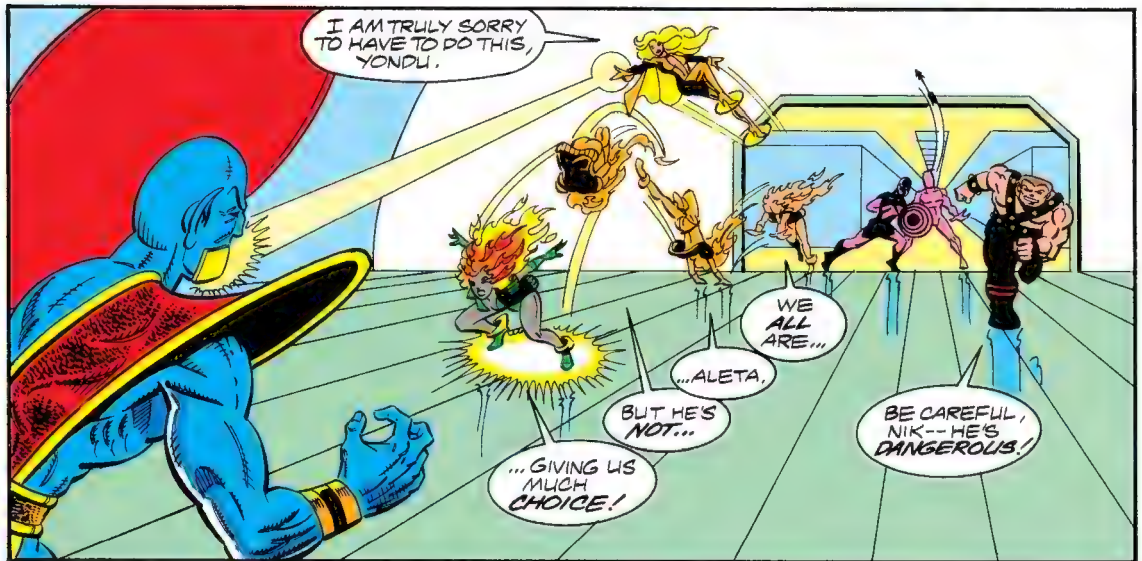
GOOD LORD! HE ACTUALLY FIRED ON US!

DON'T BELABOR THE OBVIOUS, VANCE.

GET BEHIND ME, MARTY!

ALETA, GAS HIM BEFORE HE CAN START WHISTLING!

I AM TRULY SORRY TO HAVE TO DO THIS, YONDU.



WE ALL ARE...

...ALETA,

BUT HE'S NOT...

...GIVING US MUCH CHOICE!

BE CAREFUL, NIK-- HE'S DANGEROUS!



DON'T I
KNOW...
...IT!?!

FWHAPP

WHUP

YOW!!

OOOFF!

I AM SORRY AS WELL,
NIKKI, GODDESS...

...BUT THIS IS THE
EASIEST WAY FOR
ME TO RID MYSELF
OF YOUR GAS.

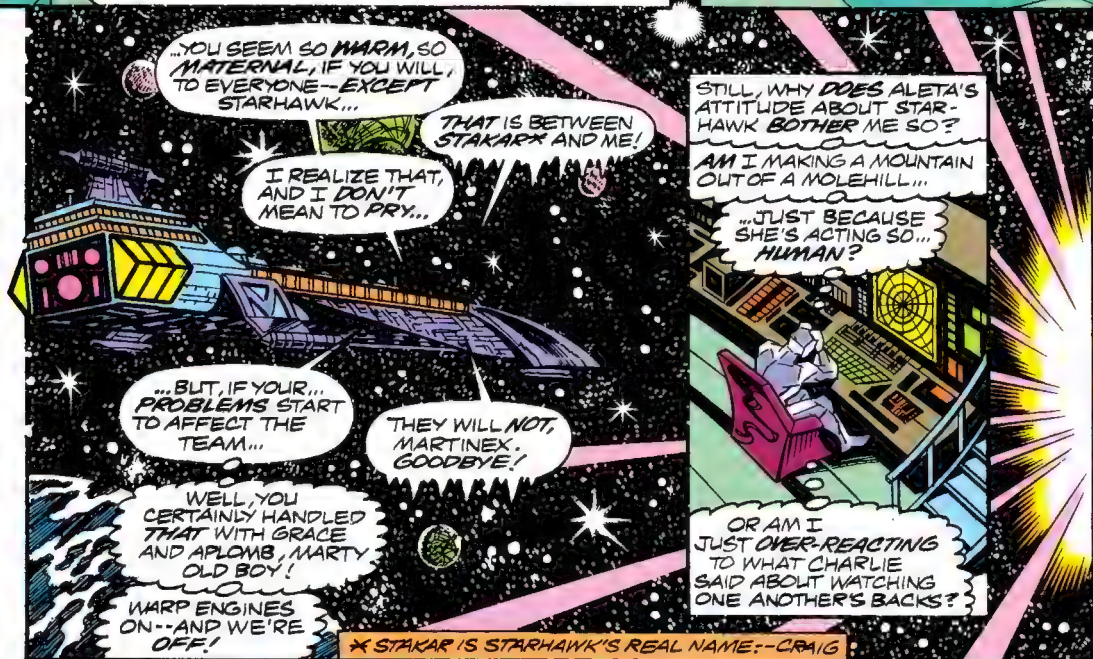
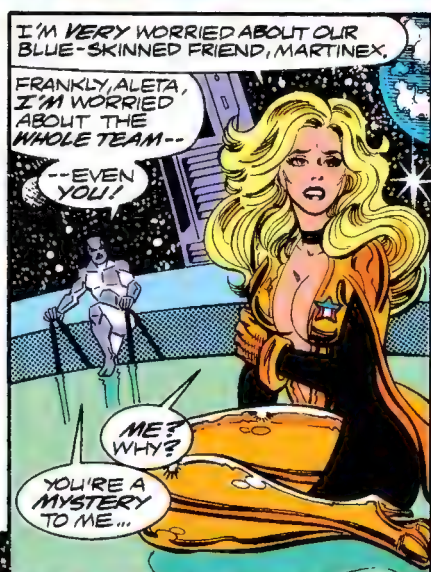
BUT I'VE
JUST ABOUT
HAD...

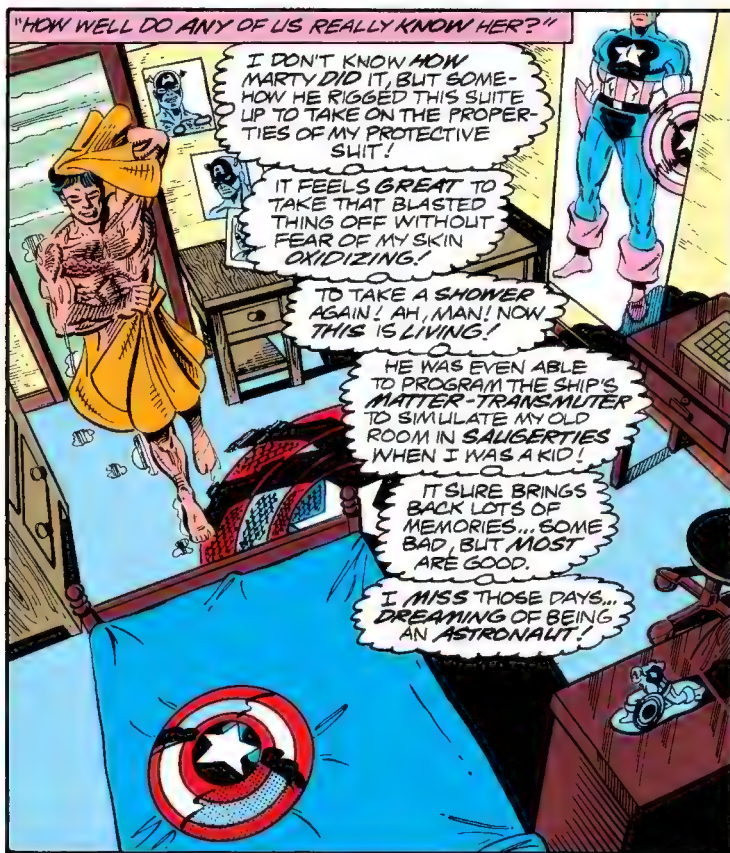
YONDU, I CAN
SYMPATHIZE
WITH WHAT YOU'RE
GOING THROUGH.

I
REALLY
CAN.

BAWHAM

...ENOUGH!!

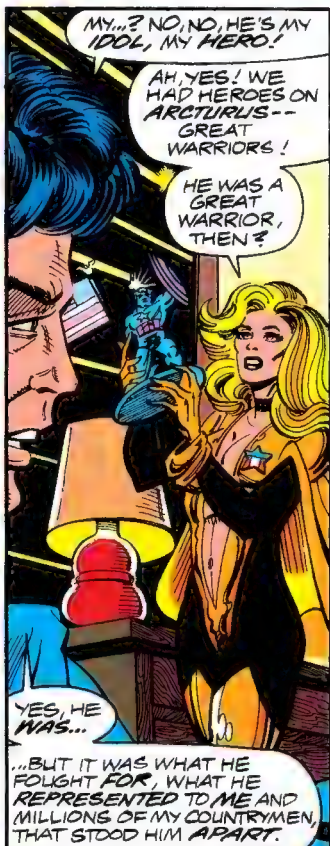


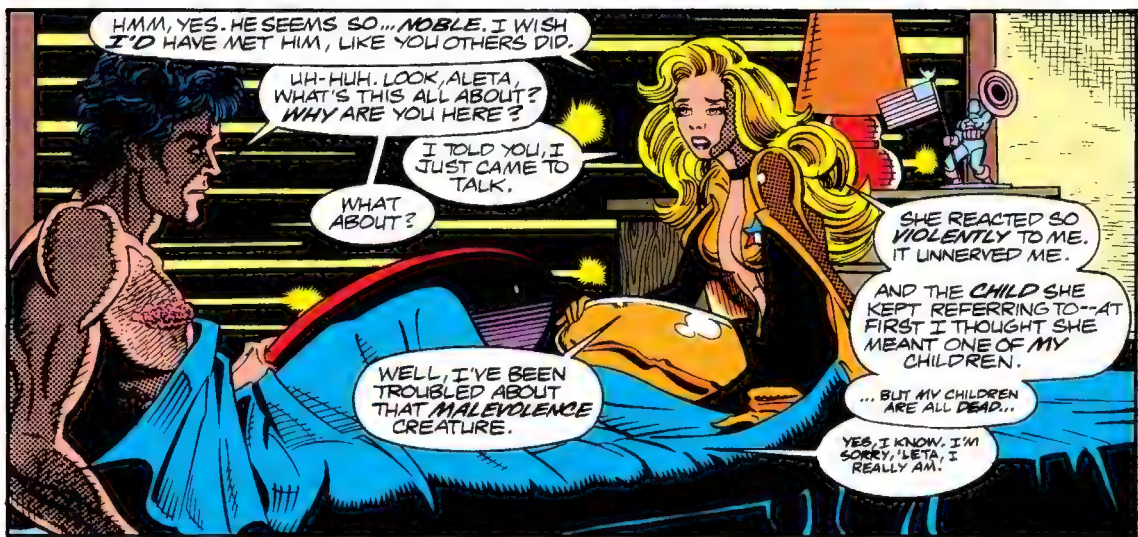


"THE ONLY **DRAWBACK** IS THAT NO ONE ELSE CAN COME IN... HERE--?!"



HOW DID Y--HOW CAN YOU BE IN HERE?!





HMM, YES. HE SEEMS SO... NOBLE. I WISH I'D HAVE MET HIM, LIKE YOU OTHERS DID.

UH-HUH. LOOK, ALETA, WHAT'S THIS ALL ABOUT? WHY ARE YOU HERE?

I TOLD YOU, I JUST CAME TO TALK.

WHAT ABOUT?

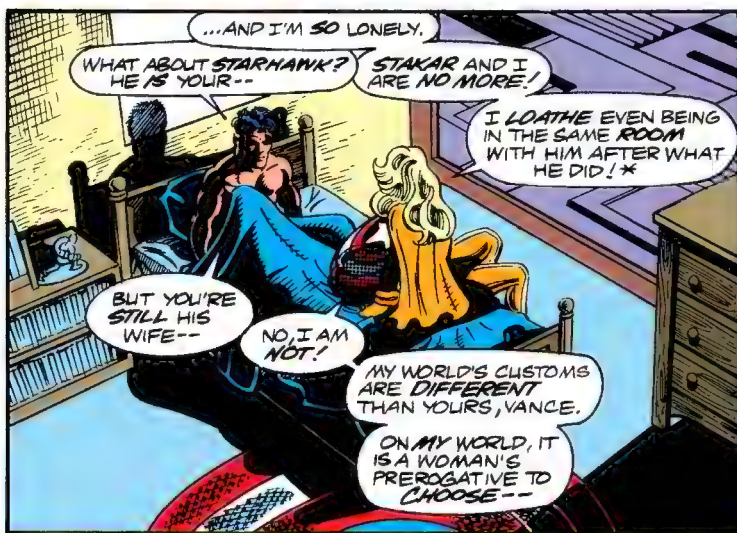
WELL, I'VE BEEN TROUBLED ABOUT THAT MALEVOLENCE CREATURE.

SHE REACTED SO VIOLENTLY TO ME. IT UNNERVED ME.

AND THE CHILD SHE KEPT REFERRING TO--AT FIRST I THOUGHT SHE MEANT ONE OF MY CHILDREN.

... BUT MY CHILDREN ARE ALL DEAD...

YES, I KNOW. I'M SORRY, ALETA, I REALLY AM.



...AND I'M SO LONELY.

WHAT ABOUT STARHAWK? HE IS YOUR--

STAKAR AND I ARE NO MORE!

I LOATHE EVEN BEING IN THE SAME ROOM WITH HIM AFTER WHAT HE DID! *

BUT YOU'RE STILL HIS WIFE--

NO, I AM NOT!

MY WORLD'S CUSTOMS ARE DIFFERENT THAN YOURS, VANCE.

ON MY WORLD, IT IS A WOMAN'S PREROGATIVE TO CHOOSE--



--AND I CHOOSE YOU!

ME? WHY?!

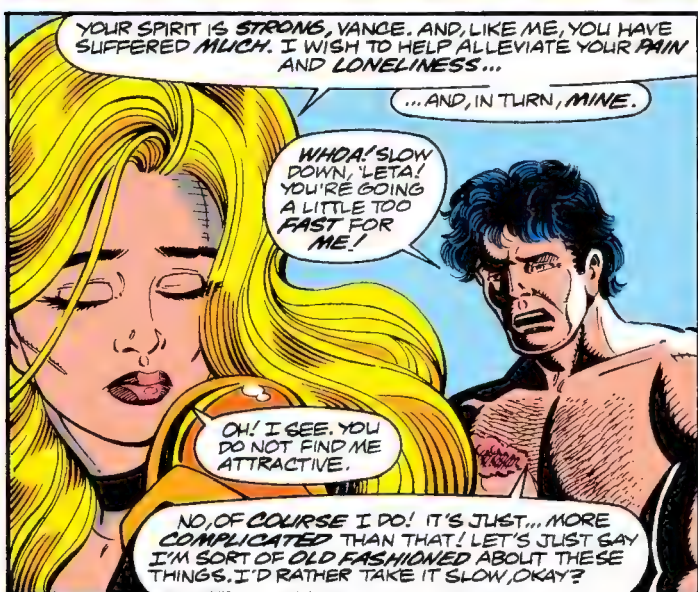
WHAT AM I SAYING??

ALETA IS ONE OF THE MOST BEAUTIFUL WOMEN I'VE EVER MET!

IN THE OLD DAYS I'D HAVE JUMPED AT THIS!

CAN WHAT YONDU SAID BE TRUE? AM I REALLY POSSESSED BY A MORE... NOBLE MAN?

*ALETA BLAMES STARHAWK FOR THE DEATHS OF HER CHILDREN.--CRAIG



YOUR SPIRIT IS STRONG, VANCE. AND, LIKE ME, YOU HAVE SUFFERED MUCH. I WISH TO HELP ALLEVIATE YOUR PAIN AND LONELINESS...

...AND, IN TURN, MINE.

WHOA! SLOW DOWN, ALETA! YOU'RE GOING A LITTLE TOO FAST FOR ME!

OH! I SEE. YOU DO NOT FIND ME ATTRACTIVE.

NO, OF COURSE I DO! IT'S JUST... MORE COMPLICATED THAN THAT! LET'S JUST SAY I'M SORT OF OLD FASHIONED ABOUT THESE THINGS. I'D RATHER TAKE IT SLOW, OKAY?



ALL RIGHT, VANCE. WHATEVER YOU WANT.

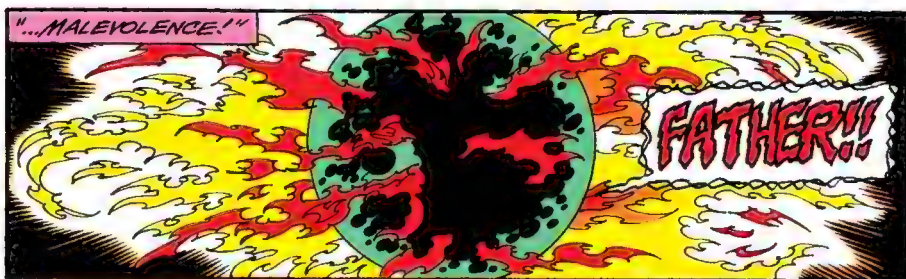
I MUST BE CRAZY!

BUT, PLEASE, FOR NOW, I NEED SOMEONE TO HOLD ME. WILL YOU DO THAT, VANCE?

JUST HOLD ME AND DON'T SPEAK TO ME OF ANYTHING...

...NOT STAKAR...

...AND ESPECIALLY NOT...



"...MALEVOLENCE!"

FATHER!!



FATHER, WHY HAVE YOU FORSAKEN ME?!

I HAVE FAILED YOU, MY FATHER!

MUST YOU BE SO MELODRAMATIC, CHILD?

YES, THERE IS AN ANOMALY IN THE TIME STREAM.

EVENTS ARE NOT PROCEEDING AS THEY SHOULD.

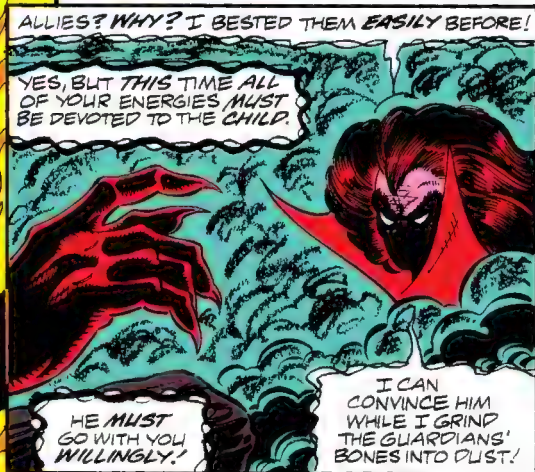
THE CHILD, FATHER...

YES, I SHALL HAVE TO LEAD YOU TO HIM NOW...

...BUT BEWARE! THE GUARDIANS OF THE GALAXY WILL BE THERE WHEN YOU FIND HIM--

--THE ONE WHO KNOWS WILL MAKE CERTAIN OF THAT!

YOU ARE GOING TO NEED ALLIES AGAINST THEM!



ALLIES? WHY? I BESTED THEM EASILY BEFORE!

YES, BUT THIS TIME ALL OF YOUR ENERGIES MUST BE DEVOTED TO THE CHILD.

HE MUST GO WITH YOU WILLINGLY!

I CAN CONVINCE HIM WHILE I GRIND THE GUARDIANS' BONES INTO DUST!



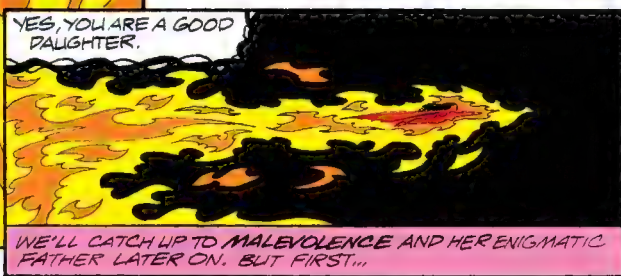
DO NOT BE OVERCONFIDENT, MALEVOLENCE! RATHER, BE OVER-PREPARED!

THEY WILL BE READY FOR YOU THE NEXT TIME -- AND THEY WILL HAVE THE LIGHT-GIVER WITH THEM!

WHAT DO YOU HAVE IN MIND, FATHER?

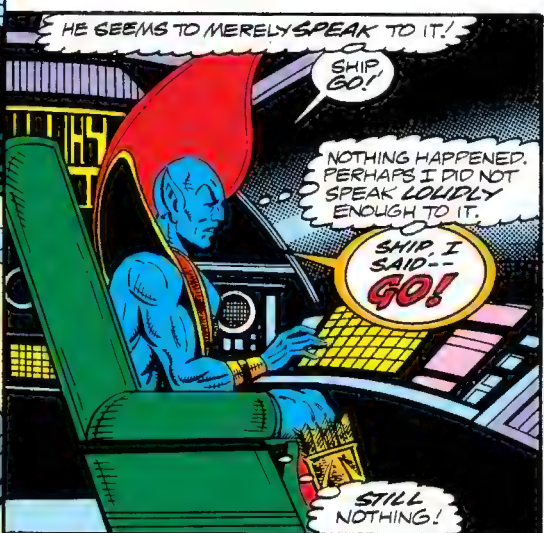
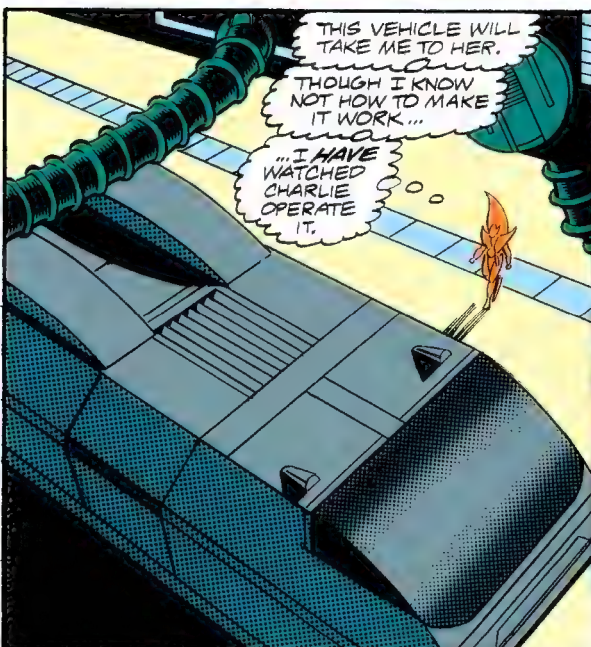
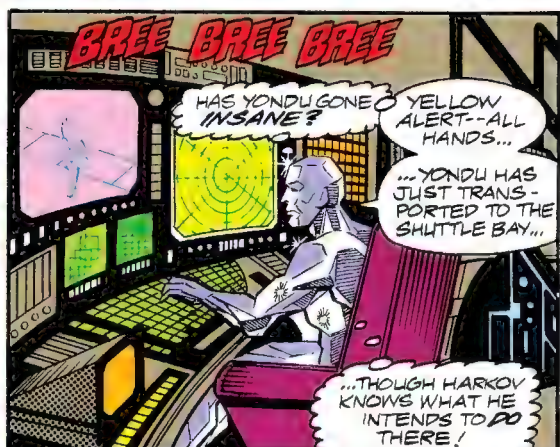
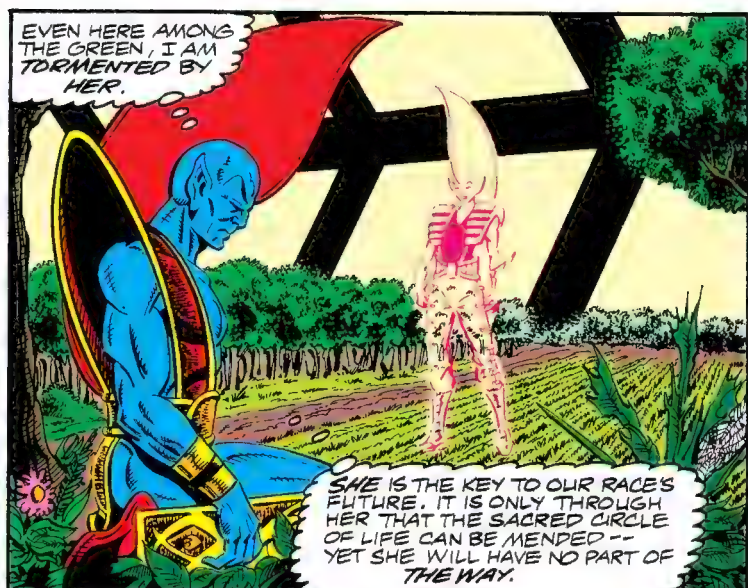
FOLLOW ME, MY DEAR.

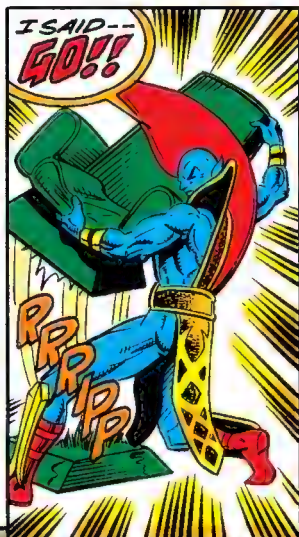
AS YOU COMMAND.



YES, YOU ARE A GOOD DAUGHTER.

WE'LL CATCH UP TO MALEVOLENCE AND HER ENIGMATIC FATHER LATER ON. BUT FIRST...



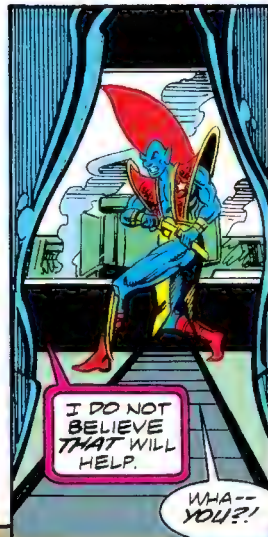


I SAID--
GO!!



SOULLESS
MONSTER OF
A MACHINE!

KA-RASH



I DO NOT
BELIEVE
THAT WILL
HELP.

WHA--
YOU?!

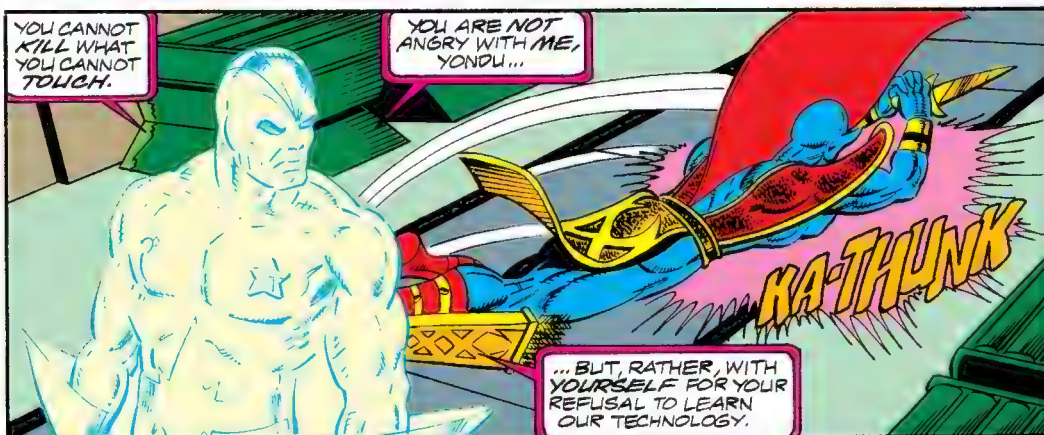


YOU *KNEW* THIS
WAS GOING TO
HAPPEN TO ME,
DIDN'T YOU?

YET YOU DID
NOTHING!
SAID
NOTHING!!

FOR THAT
YOU WILL
DIE!!

I THINK
NOT, MY
FRIEND.



YOU CANNOT
KILL WHAT
YOU CANNOT
TOUCH.

YOU ARE NOT
ANGRY WITH ME,
YONDU...

... BUT, RATHER, WITH
YOURSELF FOR YOUR
REFUSAL TO LEARN
OUR TECHNOLOGY.

YES...I **MUST** END THIS MOCKERY OF A LIFE THAT **ANTHOS** HAS INFLICTED UPON ME.

AND RISK LOSING YOUR **SOUL**?

MY SOUL IS LOST ALREADY.

IS IT, YONDLU?

DOES NOT **THE WAY** TEACH THAT THE SOUL IS SAVED SO LONG AS **FAITH** REMAINS?

CONSIDER YOUR **FAITH**, MY FRIEND. YOU WORE THE **KOSPAN** BEFORE YOU KNEW OF PHOTON, WHEN NO **HOPE** EXISTED OF PERPETUATING YOUR KIND.

YOU HAVE CONTINUED TO **BELIEVE**, EVEN THOUGH YOUR PEOPLE WERE GONE.

YOUR FAITH IS **STRONG**, YONDLU. TRUST IN IT.

I **KNOW** THAT YOUR LIFE WILL HOLD **GREAT MEANING** FOR YOUR PEOPLE, YONDLU.

THEN PHOTON **WILL** BECOME ONE WITH THE CIRCLE OF LIFE AGAIN?

NO.

BUT YOU **MUST** BELIEVE ME WHEN I TELL YOU THAT YOU ARE DESTINED FOR **GREATNESS**.

LET US **PRAY** TOGETHER IN THE ANCIENT WAY OF YOUR PEOPLE.

ALLOW MY **LIGHT** TO HELP GUIDE YOU THROUGH YOUR DARKNESS...

...THAT YOU MIGHT ONCE AGAIN **FIND** YOUR CENTER AND **RENEW** YOUR FAITH...

... AND IN THAT RENEWAL, SEE THE **TRUTH** OF WHAT I HAVE TOLD YOU.

HEY! OPEN UP, YONDLU!

AVENGER

WHAT IN HARKOV'S NAME IS GOING ON IN THERE?

STAKAR IS WITH HIM--I CAN SENSE IT.

STARHAWK? OH GREAT! THAT'LL BE A BIG HELP!

LOOK AT HER FLOATING THERE...

NO. STAKAR **KNOWS** THE WAY OF YONDLU'S PEOPLE. IF ANY OF US CAN HELP HIM--HE CAN.

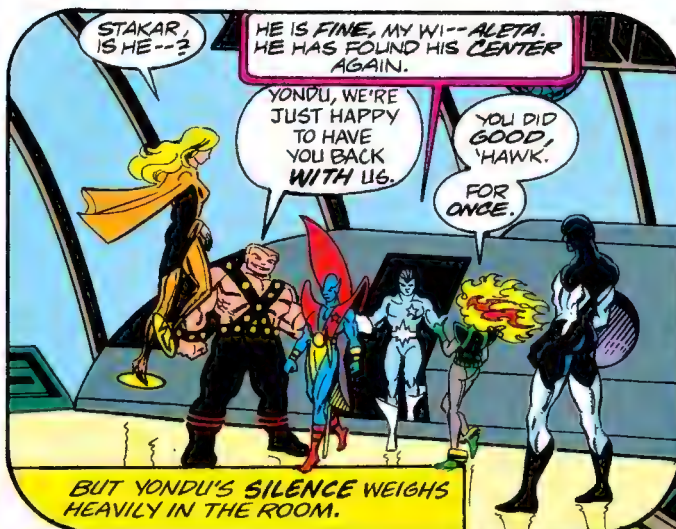
...I'M KIND OF GLAD WE WERE INTERRUPTED BY THIS--I'M JUST NOT SURE THAT A RELATIONSHIP WITH HER IS A GOOD MOVE FOR THE GROUP...

...BUT GOD! SHE IS BEAUTIFUL!

HAS VANCE REJECTED ME?

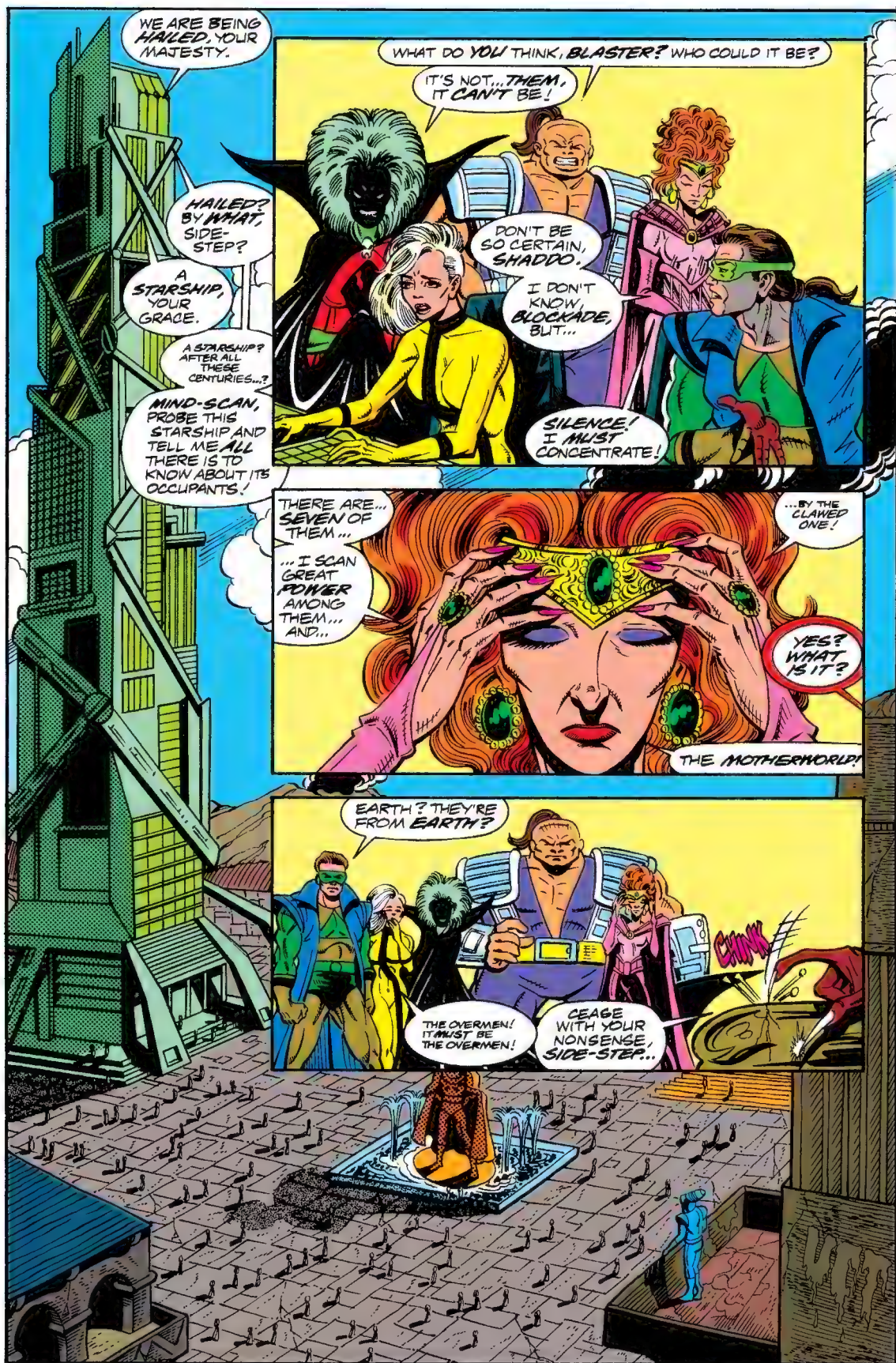
FOOLISH, VAIN WOMAN! TO THINK THAT YOU CAN--

THE HATCH IS OPENING. THEY ARE COMING OUT!



BUT YONDU'S SILENCE WEIGHS HEAVILY IN THE ROOM.





WE ARE BEING
HAILED, YOUR
MAJESTY.

HAILED?
BY WHAT,
SIDE-STEP?

A
STARSHIP,
YOUR
GRACE.

A STARSHIP?
AFTER ALL
THESE
CENTURIES...?

MIND-SCAN,
PROBE THIS
STARSHIP AND
TELL ME ALL
THERE IS TO
KNOW ABOUT ITS
OCCUPANTS!

WHAT DO YOU THINK, **BLASTER**? WHO COULD IT BE?

IT'S NOT... **THEM**,
IT CAN'T BE!

DON'T BE
SO CERTAIN,
SHADDO.

I DON'T
KNOW,
BLOCKADE,
BLIT...

SILENCE!
I MUST
CONCENTRATE!

THERE ARE...
SEVEN OF
THEM...

... I SCAN
GREAT
POWER
AMONG
THEM...
AND...

...BY THE
CLAWED
ONE!

YES?
WHAT
IS IT?

THE **MOTHERWORLD**!

EARTH? THEY'RE
FROM **EARTH**?

THE **OVERMEN**!
IT MUST BE
THE **OVERMEN**!

CEASE
WITH YOUR
NONSENSE,
SIDE-STEP...



...THE OVERMEN
ARE A MYTH!

A FABLE TOLD
TO PEASANT
CHILDREN TO
GIVE THEM HOPE
FOR THE
FUTURE--

--SO THEY WOULD
GROW UP AND WORK
HARD WITHOUT
COMPLAINING!

BUT, SHOULD OUR
VISITORS ATTEMPT
TO QUESTION OUR
RIGHT TO
SOVEREIGNTY...

...OR SHOULD THEY
STAND AGAINST US
WITH THOSE WHO
WOULD UNLAWFULLY
USURP OUR
AUTHORITY...

...THEN THEY WILL
FIND THAT THERE CAN
BE NO GREATER FOE
IN ALL OF CREATION
THAN...

RANCOR!

NEXT A WORLD OF... MUTANTS!



GUARDIANS OF THE GALAXY BY JIM VALENTINO VOL. 2 TPB
COVER BY JIM VALENTINO, BOB WIACEK & MATT MILLA

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EXPLORE THE MARVEL UNIVERSE[®] IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY

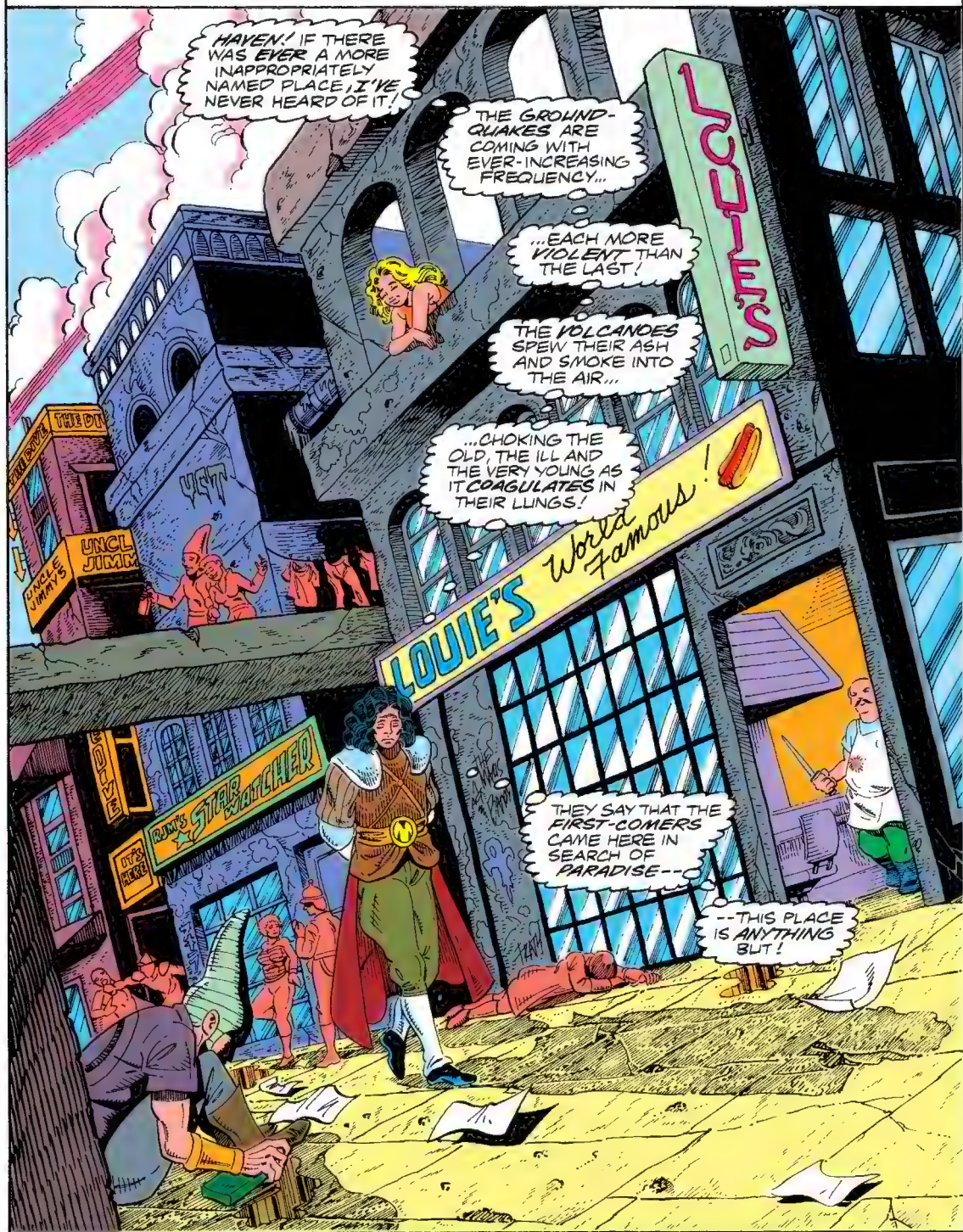
WORLD OF
MUTANTS

PART ONE OF THREE

FEEL THE WRATH OF
RANCOR!



CHARLIE 27! MARTINEX! NIKKI! VANCE ASTRO! YONDUI ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!



BUT EVEN WORSE THAN THE NATURAL DISASTERS OF THIS WORLD IS **THEM**, THE HIGH-AND-MIGHTY **MUTANTS**! IT'S BEEN RAW **LUCK** THAT **FEWER** ARE BORN IN EACH GENERATION! NOW THERE ARE ONLY **NINE** OF THEM LEFT--AND ONE IS SECRETLY WITH **US**!

THE NINE LIVE THERE IN THEIR GLEAMING EMERALD TOWER, SO **SMUG** IN THEIR SUPERIORITY...

...WHILE WE, THE **HUMANS**, ARE Mired IN OUR EARTHEN ABODES...

...OUR LIVES THEIRS FOR THE TAKING--FORFEIT ON A **WHIM**!

THEY SAY THAT ONE DAY OUR **SALVATION** WILL COME FROM THE STARS, THAT THE **OVERMEN** WILL COME AND FREE US FROM OUR **BONDAGE**.

THAT'LL BE THE DAY!

WHEN **SHE** FIRST CAME INTO POWER, MY **GREAT-GRANDFATHER** WAS BUT A **BOY**...

...MY **GRANDFATHER** HELPED TO FOUND THE **UNDERGROUND**--MY **FATHER** DIED IN ITS CAUSE!

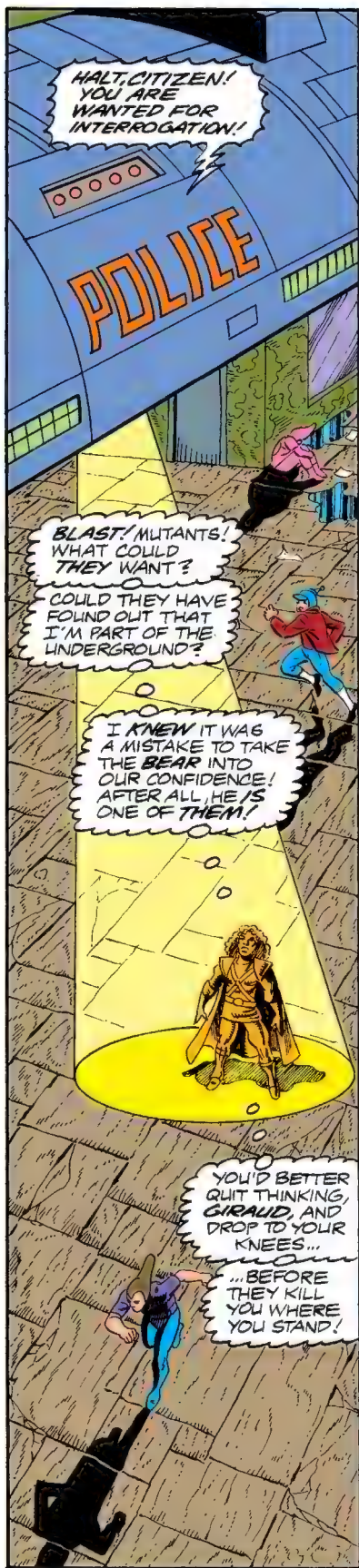
"THE **OVERMEN** WILL COME FOR HER, AND THROW HER IN A **VOLCANO**, IN A **VOL-CANE-OH**, IN A **VOL-CANE-OH**, IN A **VOL-CANE-OH**..."

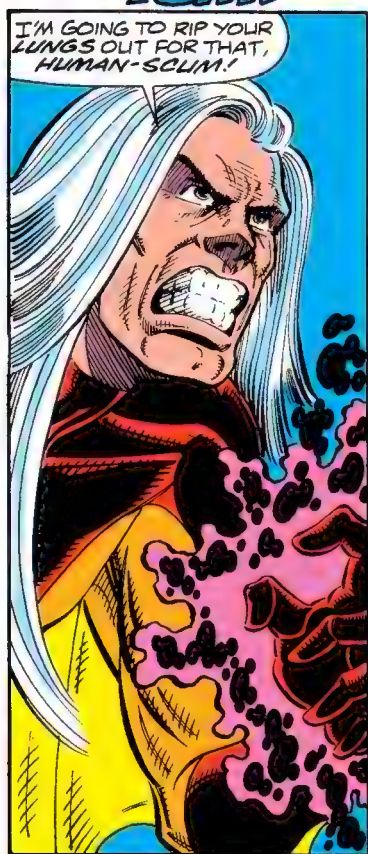
...AND RANCOR IS HER NAME-O!

NOT A DAY HAS GONE BY IN ALL THOSE **YEARS** THAT I HAVEN'T THOUGHT OF HIM... OR THE **IDEALS** HE GAVE ME.

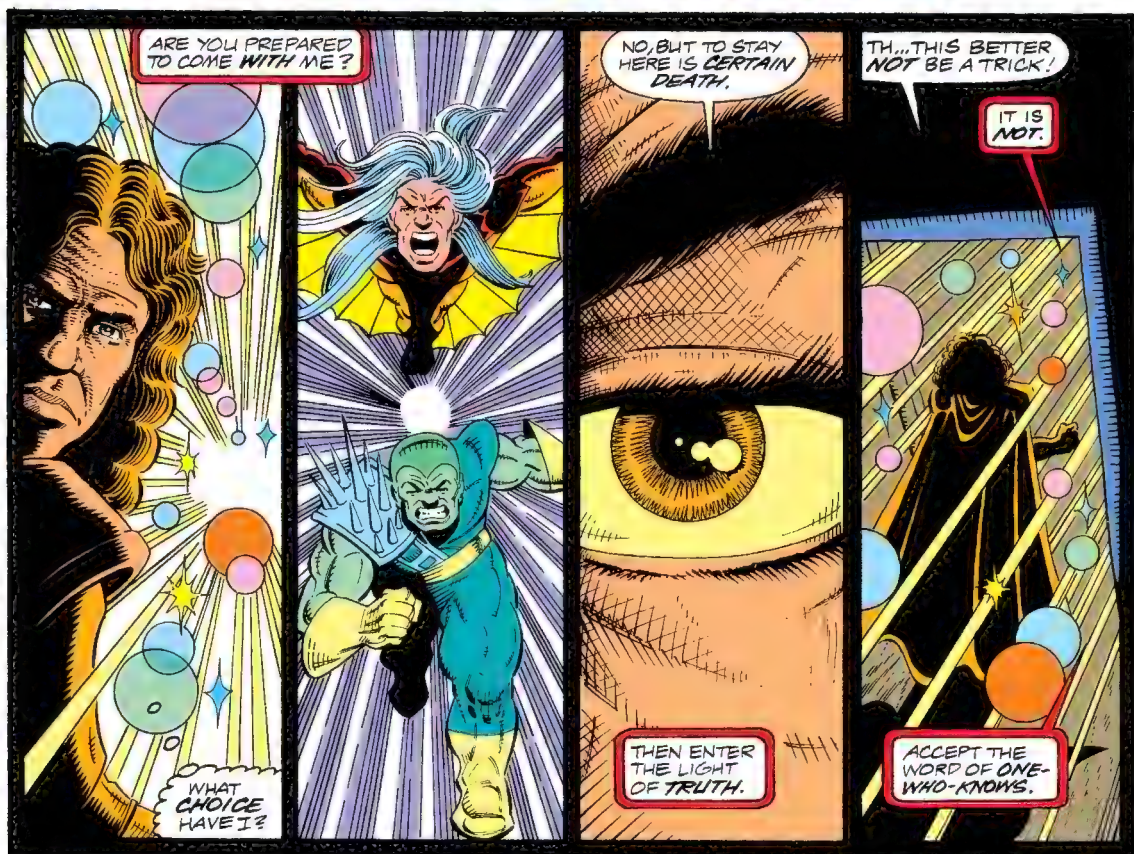
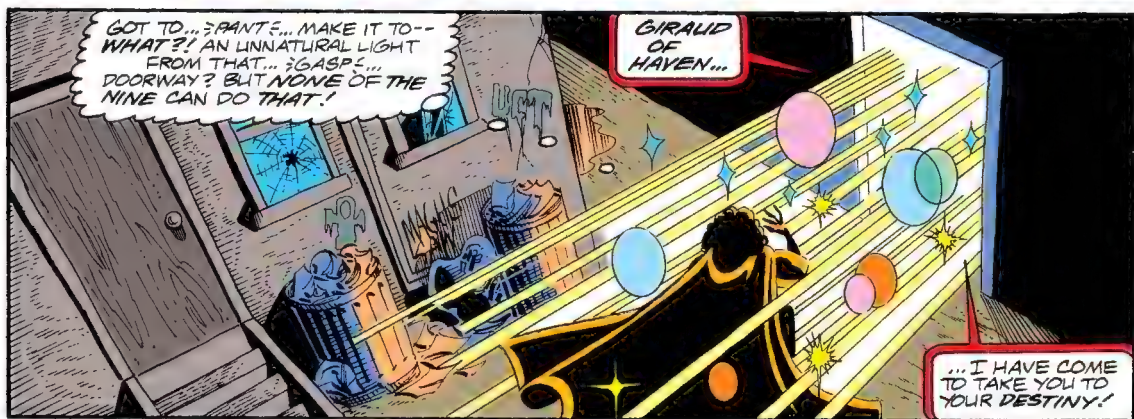
WHAT WAS THAT LITTLE SONG HE TAUGHT ME? OH, YES...

INKED WITH TALENT RARE BY
STELLAR STEVE MONTANO
LETTERED WITH LOVING CARE BY
KAVORTIN' KEN LOPEZ
COLORED WITH STYLE AND FLARE BY
DAZZLING DANIEL VOZZO
EDITED IN HIS LOFTY CHAIR BY
CRAZYLEGS CRAIG ANDERSON
CHIEFED WITH AN UNBELIEVING GLARE BY
TWO-FISTED TOM DEFALCO
WRITTEN AND DRAWN IN HIS UNDERWEAR BY
DUMB OLD JIM VALENTINO









MEANWHILE, THE GUARDIANS OF THE GALAXY HOLD IN LOW ORBIT ABOVE THE PLANET HAVEN.

STILL NO ANSWER TO OUR
HAILING FREQUENCY, MARTY.

KEEP TRYING, NIKKI. TRY
EVERY BAND, EVERY
LANGUAGE YOU CAN
THINK OF!

WHAT DO YOU THINK
I HAVE BEEN DOING
FOR THE LAST HOUR?!

I KNOW, I'M SORRY.
I DIDN'T MEAN TO PUSH.
IT'S FRUSTRATING FOR
ALL OF US TO HAVE
COME SO CLOSE AND
STILL BE SO FAR AWAY.
AFTER ALL, WE STARTED
LOOKING FOR THE LOST
COLONY BEFORE THE
BADGON WARS!

WE DON'T KNOW
IF THEY SURVIVED
THAT!

YES, NIKKI, BUT THEY
ARE THE ONLY UN-
ACCOUNTED FOR
EARTHLINGS LEFT IN
THE GALAXY--WE
MUST FIND OUT WHAT
HAPPENED TO THEM.

YONDU?
ARE YOU ALL
RIGHT?

YOU'RE NOT, AH...
"OFF-CENTER"
AGAIN, ARE YOU?*

*LAST ISSUE.--
CRAIG.

NO, I AM WELL, MARTINEK.
IT IS THIS PLANET THAT IS
DYING.

DYING? YES, I HAVE
NOTED THAT IT IS
EXTREMELY ACTIVE
GEO-THERMALLY.

IN FACT, I'VE COUNTED
NO LESS THAN 523
ACTIVE VOLCANOES.
THAT'S ALMOST UN-
PRECEDENTED FOR
A--

IT SCREAMS
OUT TO ME IN
ITS PAIN.

HOLD ON A MINUTE,
GUYS...YES! I'M
GETTING A RESPONSE
IN NOW!

WAIT! BEFORE YOU
ANSWER IT, NIKKI, YOU
MUST ALL HEAR WHAT
THIS MAN HAS TO SAY.

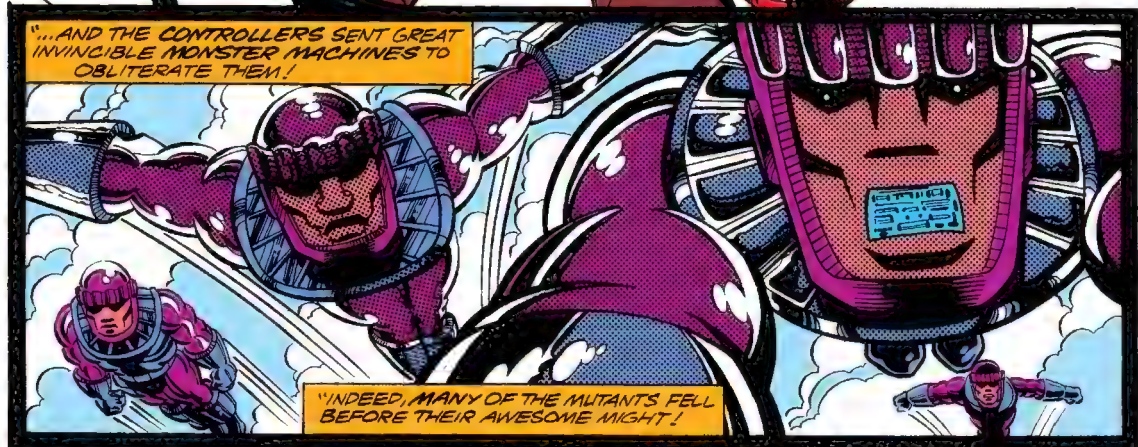
STARHAWK?!
WHAT IN HARKOV'S
NAME ARE YOU
DOING?

WHAT I
MUST,
CHARLIE.

I AM MARTINEK
AND WE ARE THE
GUARDIANS OF
THE GALAXY.

AND YOU MUST
TRUST THAT WE
MEAN YOU NO
HARM, GIRALD.

WHO--WHO
ARE YOU
PEOPLE?



"BUT ONE OF THEIR NUMBER, THE GREAT MAGNETO, GATHERED TOGETHER THE ANCESTORS OF THE FIRST-COMERS."



"HE VOWED TO LEAD THEM FROM THE MOTHER-WORLD TO A SAFE HAVEN IN THE STARS."

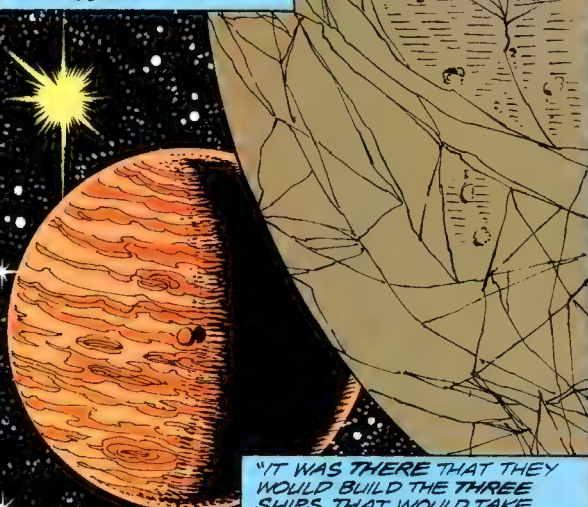
"MOST OF THEM, WEARY FROM WAR WITH THE MONSTER MACHINES, WENT WITH HIM WILLINGLY..."



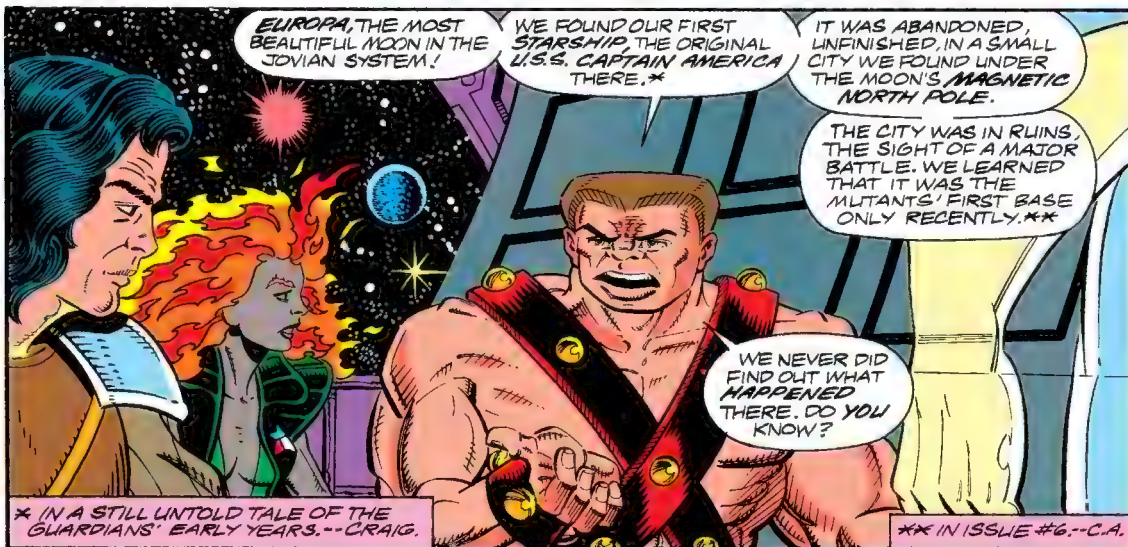
"... BUT SOME REFUSED, THEIR TIES TO THE MOTHER-WORLD TOO STRONG TO SEVER."

"AND SOME THERE WERE WHO WENT RELUCTANTLY."

"THE GREAT MAGNETO LED THEM FIRST TO THE ONLY OTHER WATER-WORLD IN THEIR SOLAR SYSTEM."



"IT WAS THERE THAT THEY WOULD BUILD THE THREE SHIPS THAT WOULD TAKE THEM TO THE STARS..."



EUROPA, THE MOST BEAUTIFUL MOON IN THE JOVIAN SYSTEM!

WE FOUND OUR FIRST STARSHIP, THE ORIGINAL U.S.S. CAPTAIN AMERICA THERE.*

IT WAS ABANDONED, UNFINISHED, IN A SMALL CITY WE FOUND UNDER THE MOON'S MAGNETIC NORTH POLE.

THE CITY WAS IN RUINS, THE SIGHT OF A MAJOR BATTLE. WE LEARNED THAT IT WAS THE MUTANTS' FIRST BASE ONLY RECENTLY.**

WE NEVER DID FIND OUT WHAT HAPPENED THERE. DO YOU KNOW?

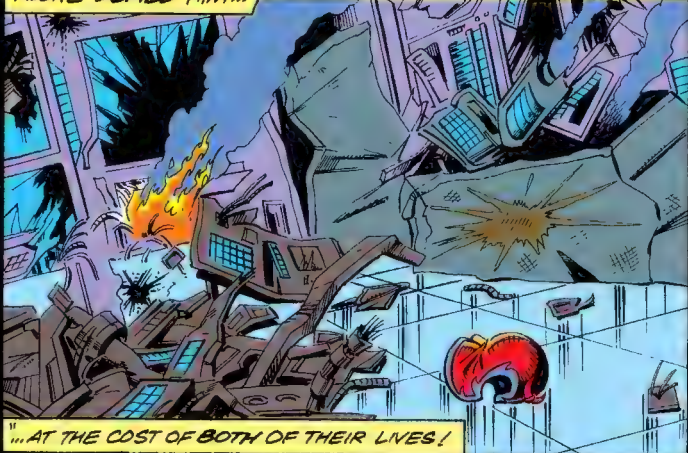
* IN A STILL UNTOLD TALE OF THE GUARDIANS' EARLY YEARS.--CRAIG.

** IN ISSUE #6.--C.A.

"THE LEGENDS SAY THAT A BEING OF GREAT POWER, AND EVEN GREATER INSANITY-- FOLLOWED THEM TO THE WORLD OF WATER. IT WAS AS IF THE APOCALYPSE HAD ARRIVED!"



"HE SOUGHT TO ENSLAVE THE FIRST-COMERS, BUT MAGNETO ALONE DEFIED HIM..."



"... AT THE COST OF BOTH OF THEIR LIVES!"

"MAGNETO'S SACRIFICE GAVE THE CHOSEN ONES ENOUGH TIME TO ESCAPE IN THE TWO STARSHIPS THEY HAD FINISHED BUILDING..."



"... AND AFTER SEVERAL GENERATIONS, THEIR PRECIOUS FUEL SPENT, THEY FOUND A PLANET CAPABLE OF SUPPORTING LIFE!"

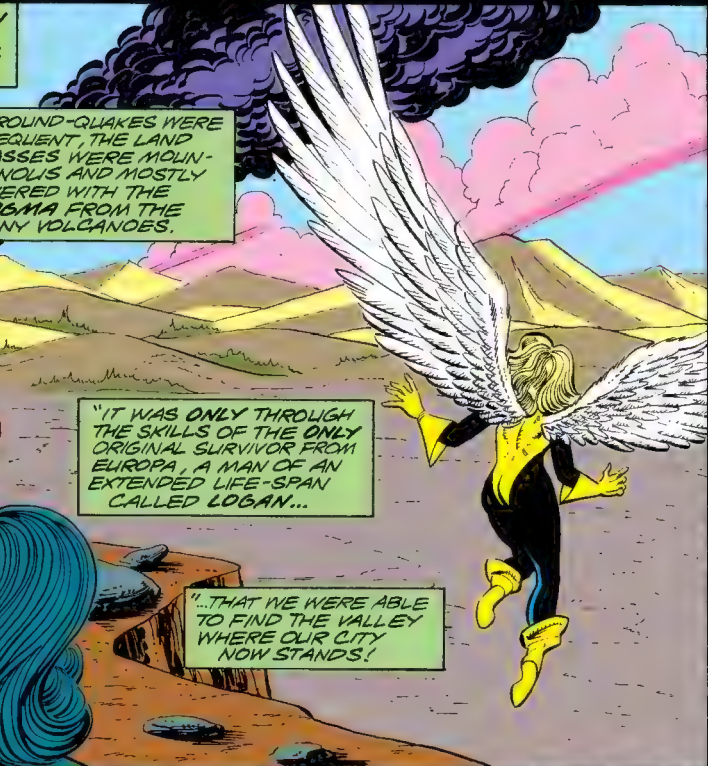
"THEY CALLED THE WORLD HAVEN TO HONOR THE GREAT MAGNETO'S DREAM. THE WORLD WAS ANYTHING BUT!"



"GROUND-QUAKES WERE FREQUENT, THE LAND MASSES WERE MOUNTAINOUS AND MOSTLY COVERED WITH THE MAGMA FROM THE MANY VOLCANOES."

"IT WAS ONLY THROUGH THE SKILLS OF THE ONLY ORIGINAL SURVIVOR FROM EUROPE, A MAN OF AN EXTENDED LIFE-SPAN CALLED LOGAN..."

"... THAT WE WERE ABLE TO FIND THE VALLEY WHERE OUR CITY NOW STANDS!"



"THOUGH LOGAN REFUSED TO LEAD THE PEOPLE, HIS PROGENY HAD NO SUCH INHIBITIONS."

"AND FEW THERE WERE WHO WOULD SAY THEM NO. THEY WILLINGLY SURRENDERED TO THEIR INNATE SAVAGERY AND EASILY SILENCED THEIR FEW DETRACTORS."

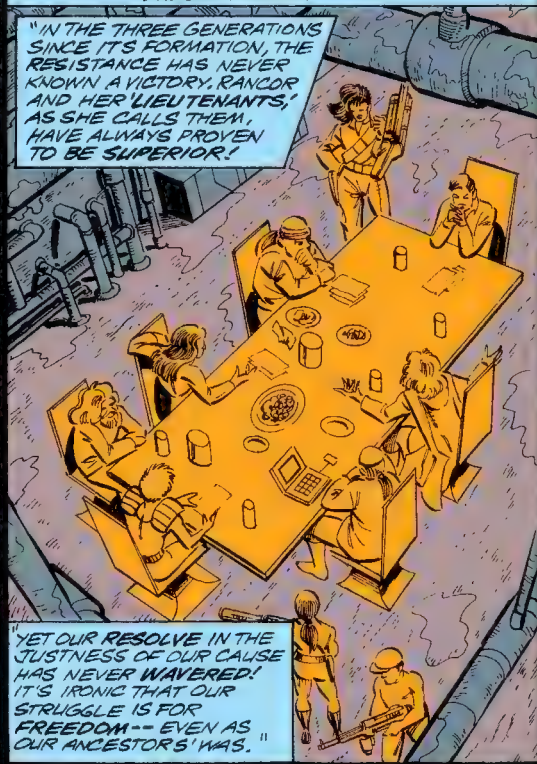
"...AND THOSE WHOM THEY COULDN'T OUT-FIGHT, THEY SIMPLY OUT-LIVED!"



"EACH RULED WITH A STRONGER HAND THAN THE ONE THAT PRECEDED HIM, AS FEWER MUTANTS AND MORE NON-POWERED HUMANS WERE BORN WITH EACH GENERATION."

"IT WAS DURING THE FIRST FEW YEARS OF HER MONARCHY THAT MY GRANDFATHER AND SEVERAL OF HIS PEERS FOUNDED THE UNDERGROUND."

"IN THE THREE GENERATIONS SINCE ITS FORMATION, THE RESISTANCE HAS NEVER KNOWN A VICTORY, RANCOR AND HER 'LIEUTENANTS,' AS SHE CALLS THEM, HAVE ALWAYS PROVEN TO BE SUPERIOR!"



"YET OUR RESOLVE IN THE JUSTNESS OF OUR CAUSE HAS NEVER WAVERED! IT'S IRONIC THAT OUR STRUGGLE IS FOR FREEDOM-- EVEN AS OUR ANCESTORS' WAS."

"THE LATEST IN THE LINE, THE FIFTH GENERATION REMOVED FROM LOGAN, WAS APTLY NAMED RANCOR..."

"...WHO, FOR HER SIXTEENTH BIRTHDAY, CLAWED HER FATHER'S BEATING HEART FROM HIS CHEST!"

"FOR HER FIRST ACT AS RULER, SHE ENSLAVED THE ENTIRE HUMAN POPULATION."



WAIT A MINUTE HERE! I DON'T UNDERSTAND. IF THERE ARE SO MANY OF YOU AND SO FEW OF THEM, WHY COULDN'T YOU JUST OVERPOWER THEM?

THERE ARE TWO REASONS. FIRST, THEY ARE VERY POWERFUL...

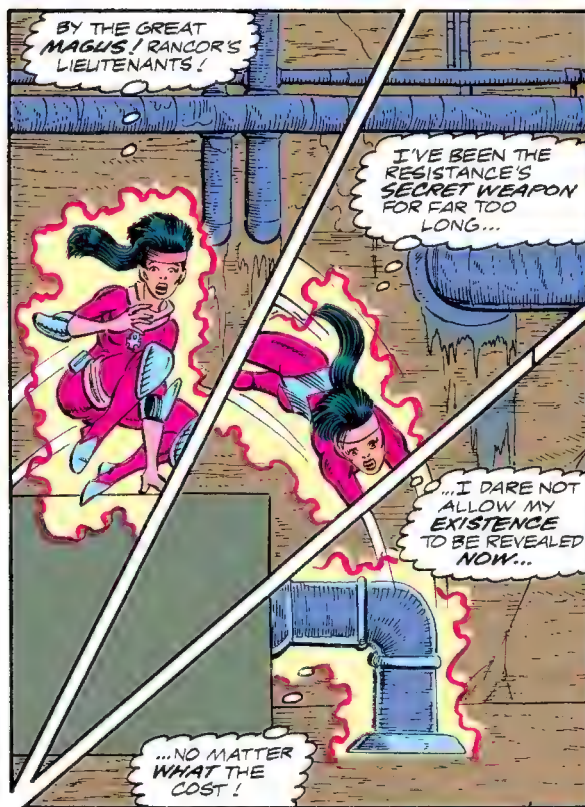
...AND SECOND, IT IS IMPOSSIBLE TO ORGANIZE THE PEOPLE. YOU SEE, THEY BELIEVE THAT THE OVERMEN WILL BRING THEM SALVATION!

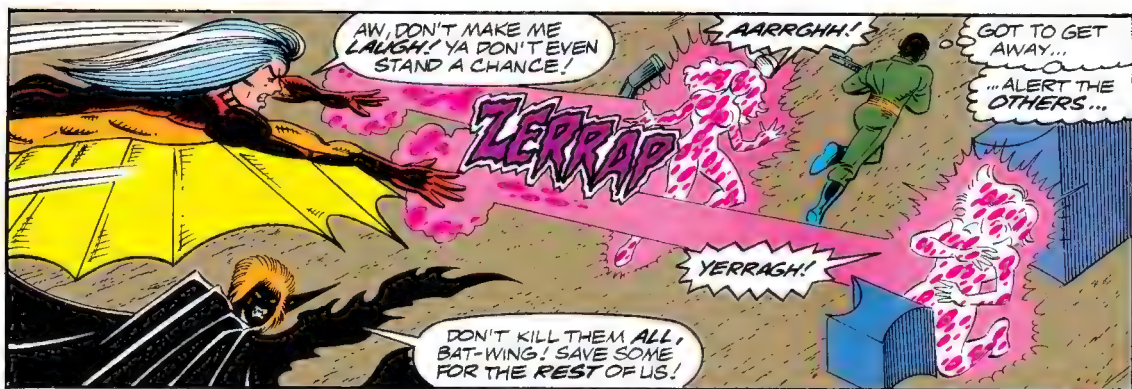
BUT THAT IS A FOOLISH MYTH BORN MORE OF DESPERATION THAN FACT.

AND JUST WHO ARE THESE OVERMEN?

WHY, YOU ARE, AREN'T YOU?





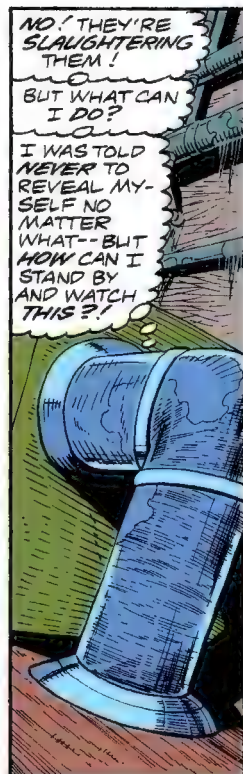




DIDN'T YOU EVEN *THINK* ABOUT HOW THAT WOULD AFFECT ME, "FATHER"? OR MY *MOTHER*? OR DIDN'T YOU EVEN *CARE*?

SHE DIED IN HUMILIATION OVER YOU, OLD MAN! AND NOW YOU'RE GOING TO DIE, TOO!

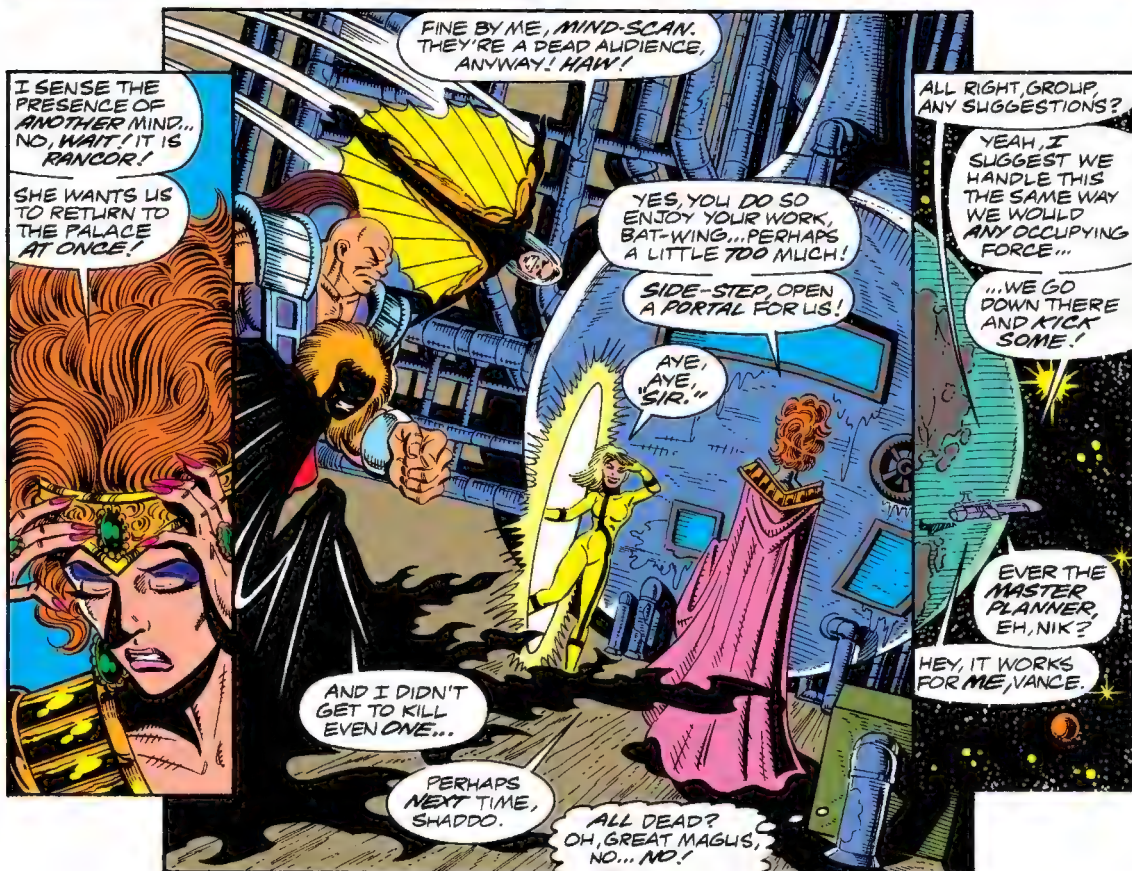
THA-RACK



NO! THEY'RE SLAUGHTERING THEM!

BUT WHAT CAN I DO?

I WAS TOLD NEVER TO REVEAL MYSELF NO MATTER WHAT--BUT HOW CAN I STAND BY AND WATCH THIS?!



FINE BY ME, MIND-SCAN. THEY'RE A DEAD AUDIENCE, ANYWAY! HAW!

I SENSE THE PRESENCE OF ANOTHER MIND... NO, WAIT! IT IS RANCOR!

SHE WANTS US TO RETURN TO THE PALACE AT ONCE!

YES, YOU DO SO ENJOY YOUR WORK, BAT-WING...PERHAPS A LITTLE TOO MUCH!

SIDE-STEP, OPEN A PORTAL FOR US!

AYE, AYE, "SIR."

ALL RIGHT, GROUP, ANY SUGGESTIONS?

YEAH, I SUGGEST WE HANDLE THIS THE SAME WAY WE WOULD ANY OCCUPYING FORCE...

...WE GO DOWN THERE AND KICK SOME!

EVER THE MASTER PLANNER, EH, NIK?

HEY, IT WORKS FOR ME, VANCE.

AND I DIDN'T GET TO KILL EVEN ONE...

PERHAPS NEXT TIME, SHADD.

ALL DEAD? OH, GREAT MAGUS, NO... NO!



I SUGGEST THAT WE SPLIT INTO TWO GROUPS.

NIKKI, VANCE AND CHARLIE SHOULD GO WITH GIRAUD TO RALLY THE RESISTANCE...

...WHILE ALETA, MARTINEX AND YONDU MEET WITH RANCOR TO SEE IF WE CANNOT ARRIVE AT A DIPLOMATIC SOLUTION--

--AND, IF NOT, THEN TO ASCERTAIN HER WEAKNESSES, IF ANY.

EVEN STARHAWK TAKES TO LEADERSHIP MORE EASILY THAN I DO.

STILL, HE DOES KNOW WHAT'S GOING TO HAPPEN-- AND I DON'T!

IS THAT THE ONLY WAY WE CAN ATTAIN A VICTORY, STARHAWK?



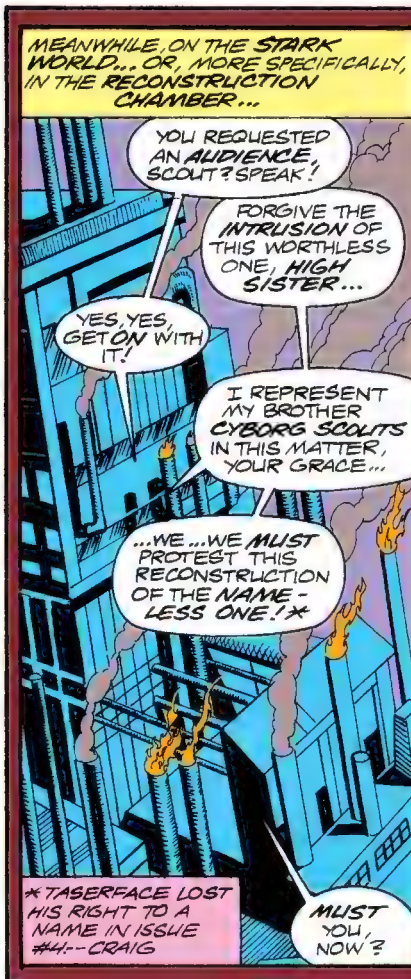
YOU KNOW HE'D NEVER TELL US THAT, CHARLIE. HE DOESN'T BELIEVE IN SHARING WHAT HE KNOWS WITH THE LIKES OF US DO YOU, STAKAR?

SO TELL US, OH, HIGH-AND-MIGHTY-ONE, WHAT WILL YOU BE DOING WHILE WE CARRY OUT THESE ASSIGNMENTS?



AS ALWAYS, ALETA...

...ALL I CAN!



MEANWHILE, ON THE STARK WORLD... OR, MORE SPECIFICALLY, IN THE RECONSTRUCTION CHAMBER...

YOU REQUESTED AN AUDIENCE, SCOUT? SPEAK!

FORGIVE THE INTRUSION OF THIS WORTHLESS ONE, HIGH SISTER...

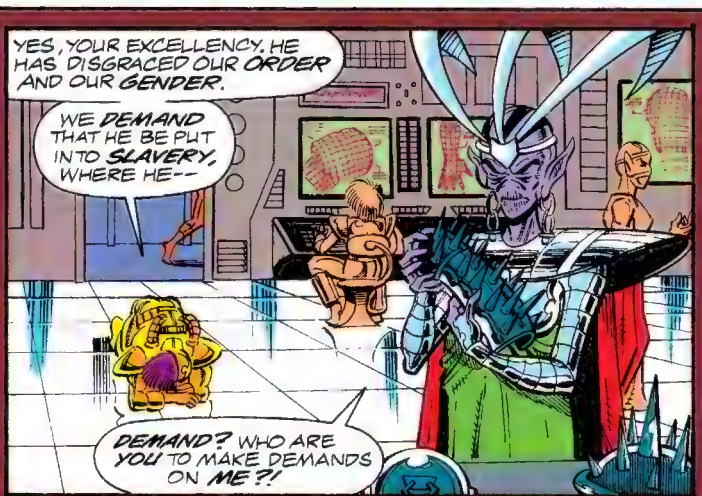
YES, YES, GET ON WITH IT!

I REPRESENT MY BROTHER CYBORG SCOUTS IN THIS MATTER, YOUR GRACE...

...WE...WE MUST PROTEST THIS RECONSTRUCTION OF THE NAMELESS ONE!*

*TASERFACE LOST HIS RIGHT TO A NAME IN ISSUE #4-- CRAIG

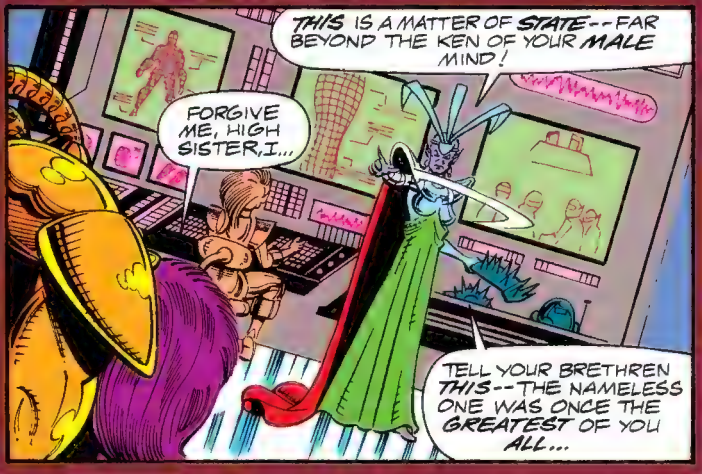
MUST YOU, NOW?



YES, YOUR EXCELLENCY. HE HAS DISGRACED OUR ORDER AND OUR GENDER.

WE DEMAND THAT HE BE PUT INTO SLAVERY, WHERE HE--

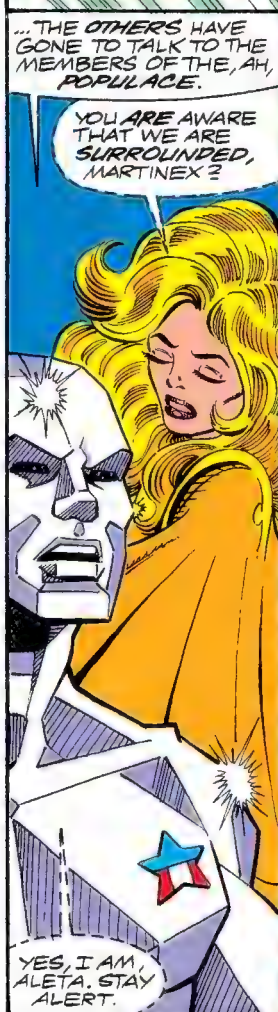
DEMAND? WHO ARE YOU TO MAKE DEMANDS ON ME?!

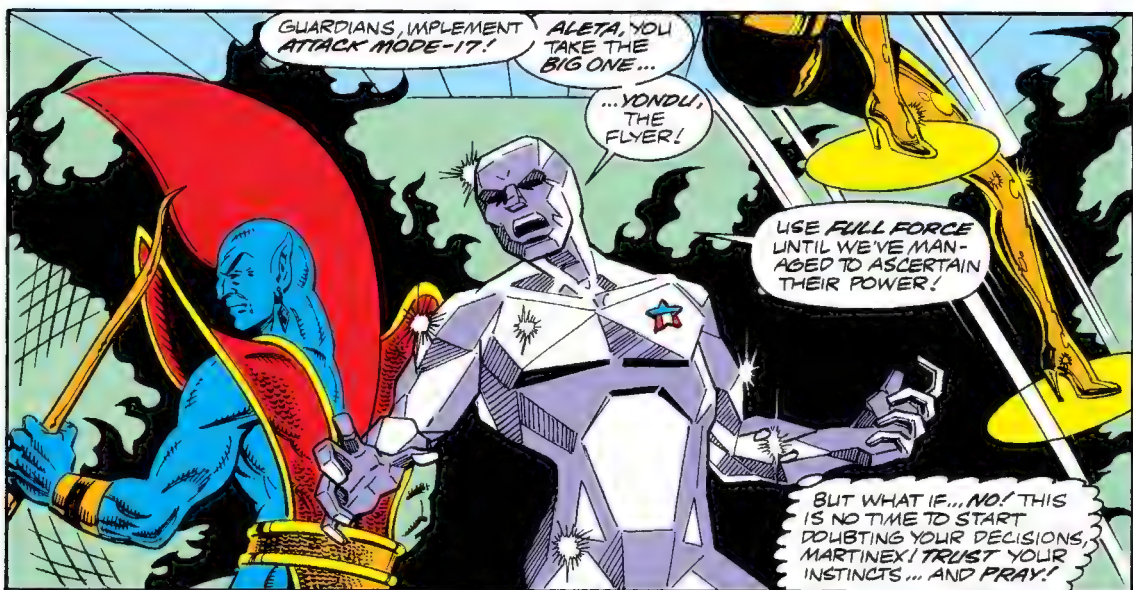


THIS IS A MATTER OF STATE-- FAR BEYOND THE KEN OF YOUR MALE MIND!

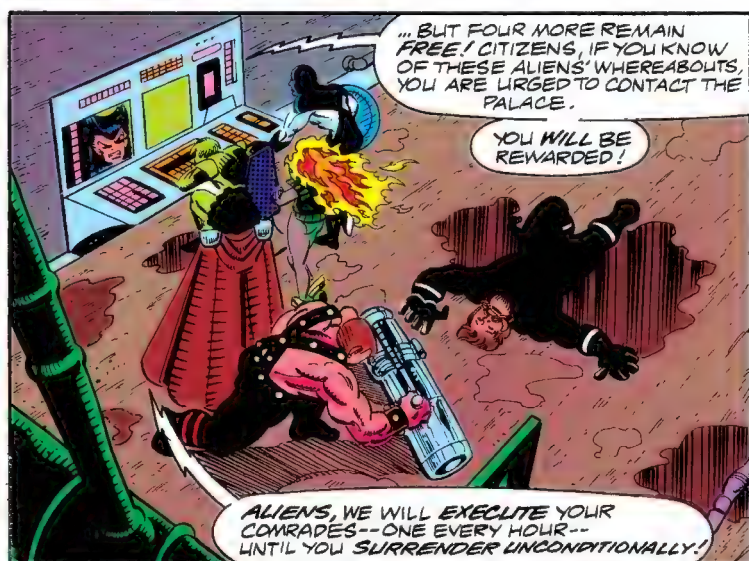
FORGIVE ME, HIGH SISTER, I...

TELL YOUR BRETHREN THIS--THE NAMELESS ONE WAS ONCE THE GREATEST OF YOU ALL...







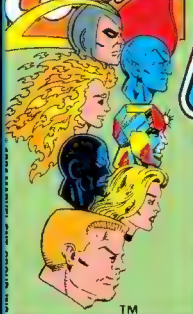






GUARDIANS OF THE GALAXY BY JIM VALENTINO VOL. 2 TPB
BACK COVER BY JIM VALENTINO, AL WILLIAMSON & THOMAS MASON

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EXPLORE THE MARVEL UNIVERSE[®] IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY

ALL RIGHT,
THE KID GLOVES
ARE OFF!

WORLD OF
MUTANTS
PART TWO OF THREE



VALENTINO/
JIM LEE

CHARLIE 27! MARTINEX! NIKKII VANCE ASTRO! YONDUI! ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA. THEIR MISSION—TO SAFEGUARD THE MILKY WAY!
STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!





LIKE ZIP THEY WILL! COME ON, GUARDIANS, IT'S TIME TO ROLL...

KA-KLACK

...WE'VE GOT US SOME HOSTAGES TO RESCUE...

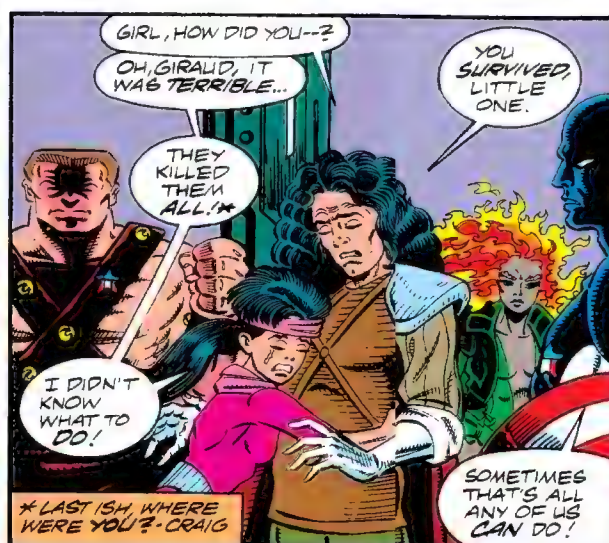


NO!
WAIT!



GIRAUD, TAKE ME WITH YOU!

REPLICA?!



GIRL, HOW DID YOU--?

OH, GIRAUD, IT WAS TERRIBLE...

YOU SURVIVED, LITTLE ONE.

THEY KILLED THEM ALL!

I DIDN'T KNOW WHAT TO DO!

*LAST 15H, WHERE WERE YOU? - CRAIG

SOMETIMES THAT'S ALL ANY OF US CAN DO!



WE'RE GOING TO HAVE TO LEAVE HER HERE, GIRAUD. WHERE WE'RE GOING IS NO PLACE FOR KIDS!

BUT SHE IS NOT JUST ANY KID, CHARLIE--

--REPLICA IS A SHAPE-CHANGER!

SHE'S BEEN OUR TOP SPY FOR YEARS. WE MAY HAVE USE OF HER ABILITIES!



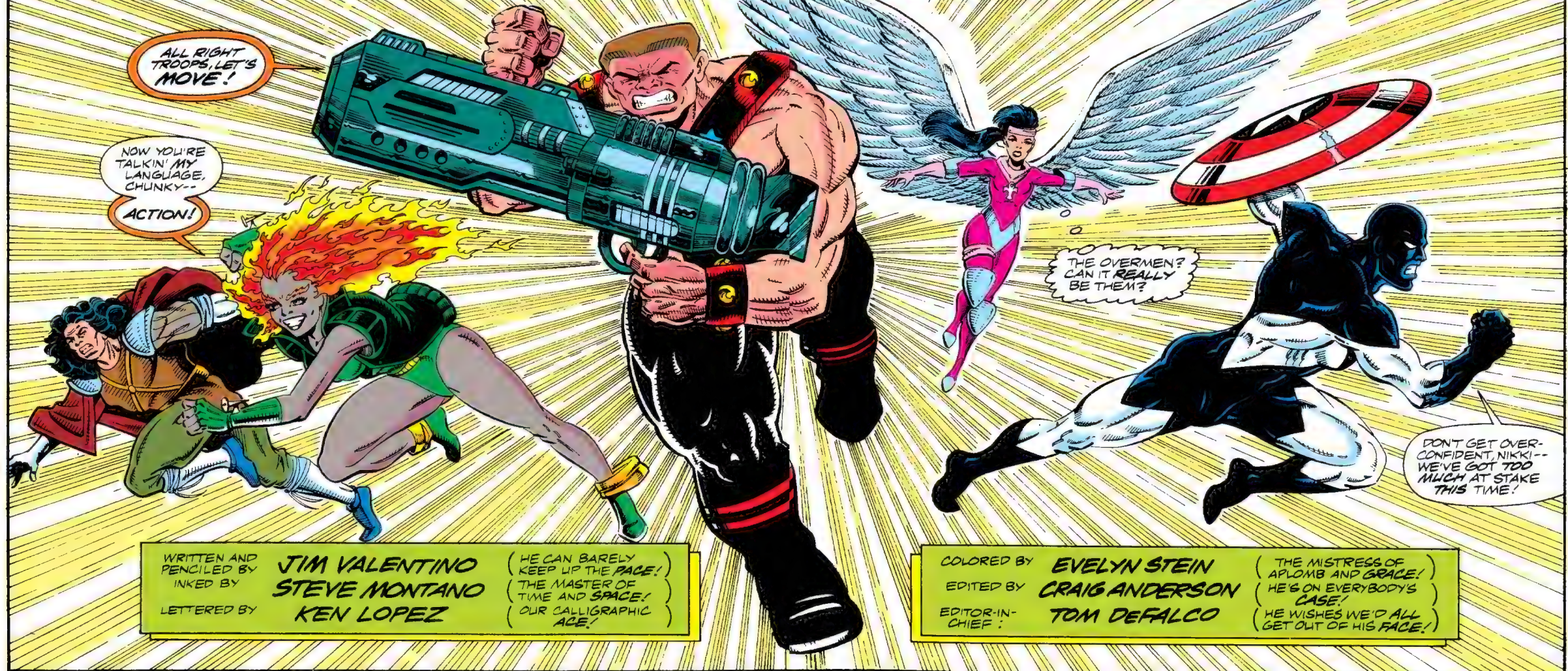
ALL RIGHT, BUT SHE'S GOING TO HAVE TO PULL HER OWN WEIGHT IN THIS OUTFIT!

GIRAUD I WANT YOU TO GET EVERY MAN, WOMAN AND CHILD IN THIS CITY IN THE TOWN SQUARE! IT'S TIME THE PEOPLE TOOK THIS WORLD BACK!

BUT HOW, CHARLIE? APATHY RUNS DEEP ON THIS WORLD.

SIMPLE, JUST--

TELL THEM THE OVERMEN ARE HERE!



ALL RIGHT TROOPS, LET'S MOVE!

NOW YOU'RE TALKIN' MY LANGUAGE, CHUNKY--

ACTION!

THE OVERMEN? CAN IT REALLY BE THEM?

DON'T GET OVER-CONFIDENT, NIKKI-- WE'VE GOT TOO MUCH AT STAKE THIS TIME!

WRITTEN AND PENCILLED BY
INKED BY
LETTERED BY

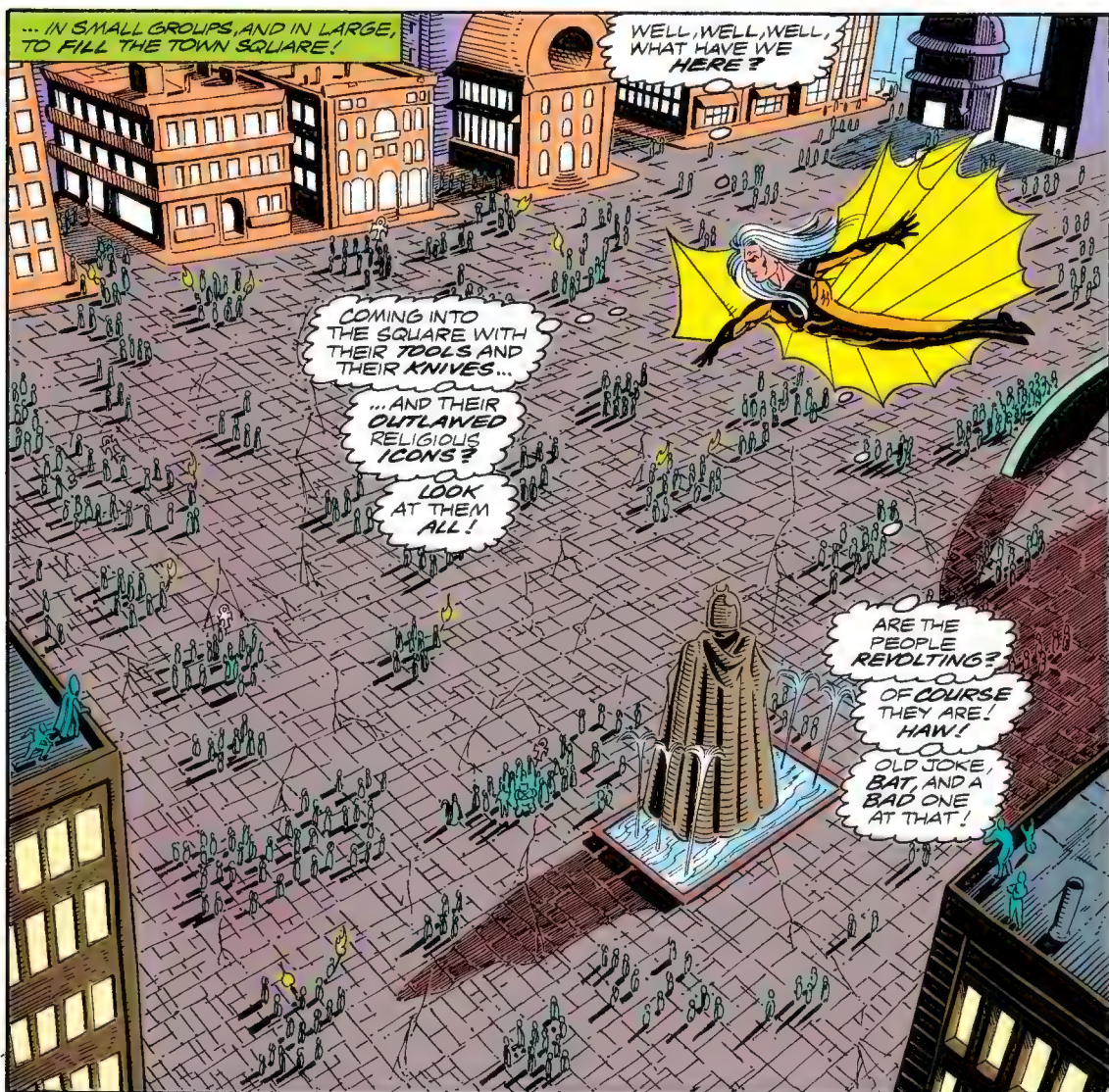
JIM VALENTINO
STEVE MONTANO
KEN LOPEZ

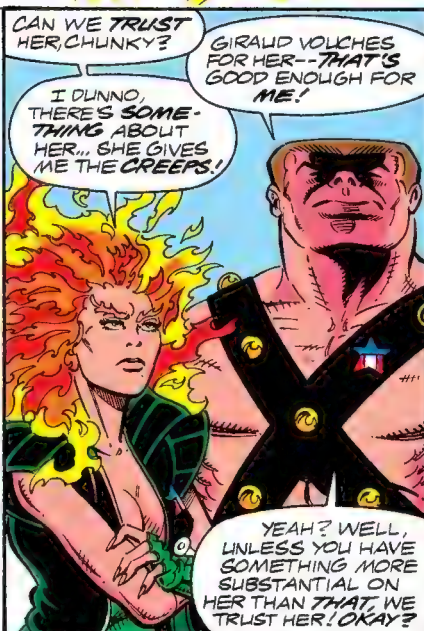
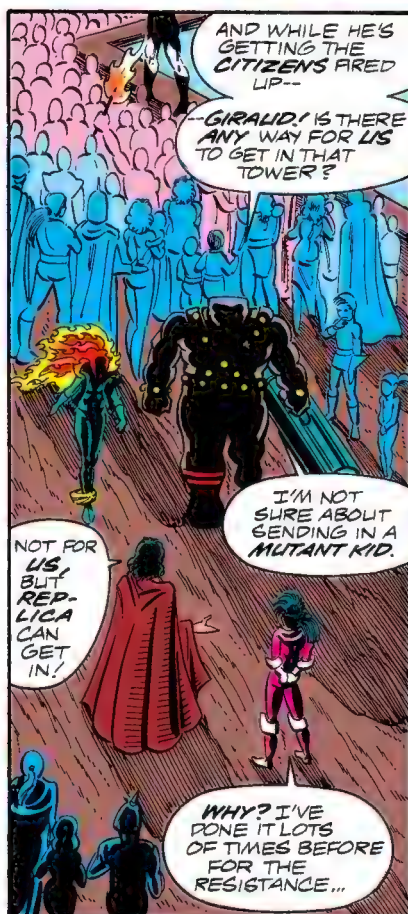
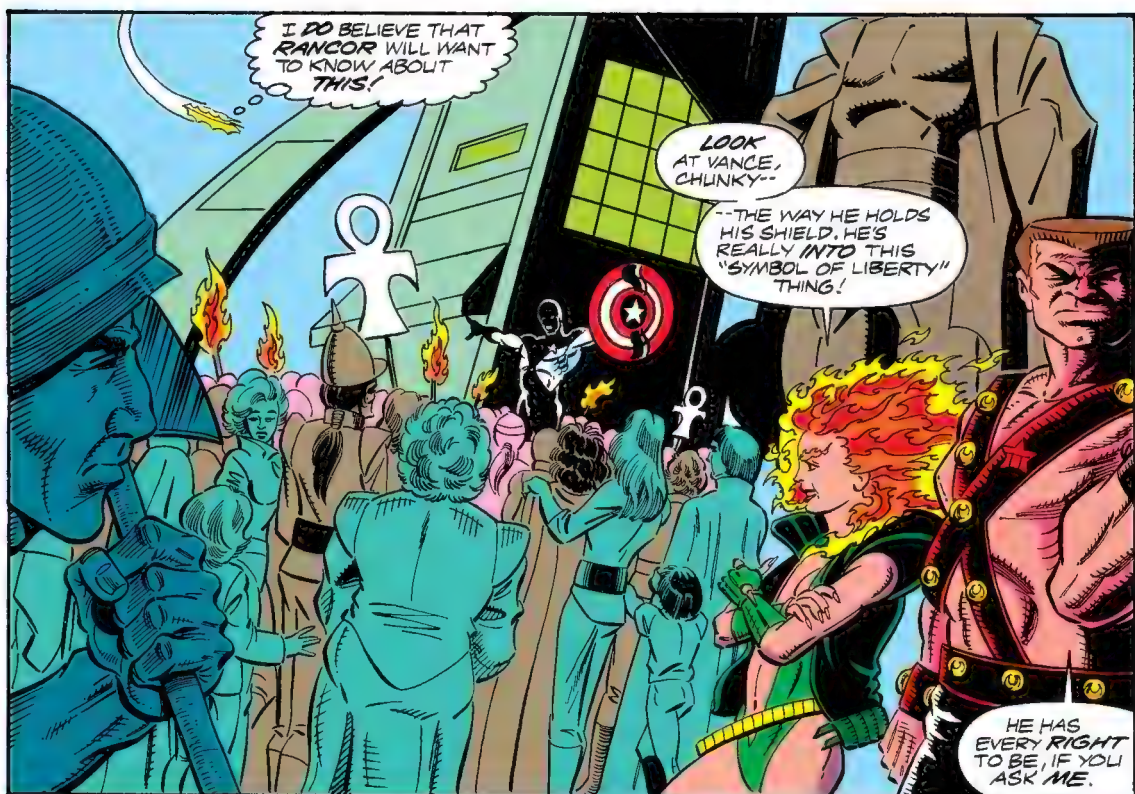
(HE CAN BARELY KEEP UP THE PACE!)
(THE MASTER OF TIME AND SPACE!)
(OUR CALLIGRAPHIC ACE!)

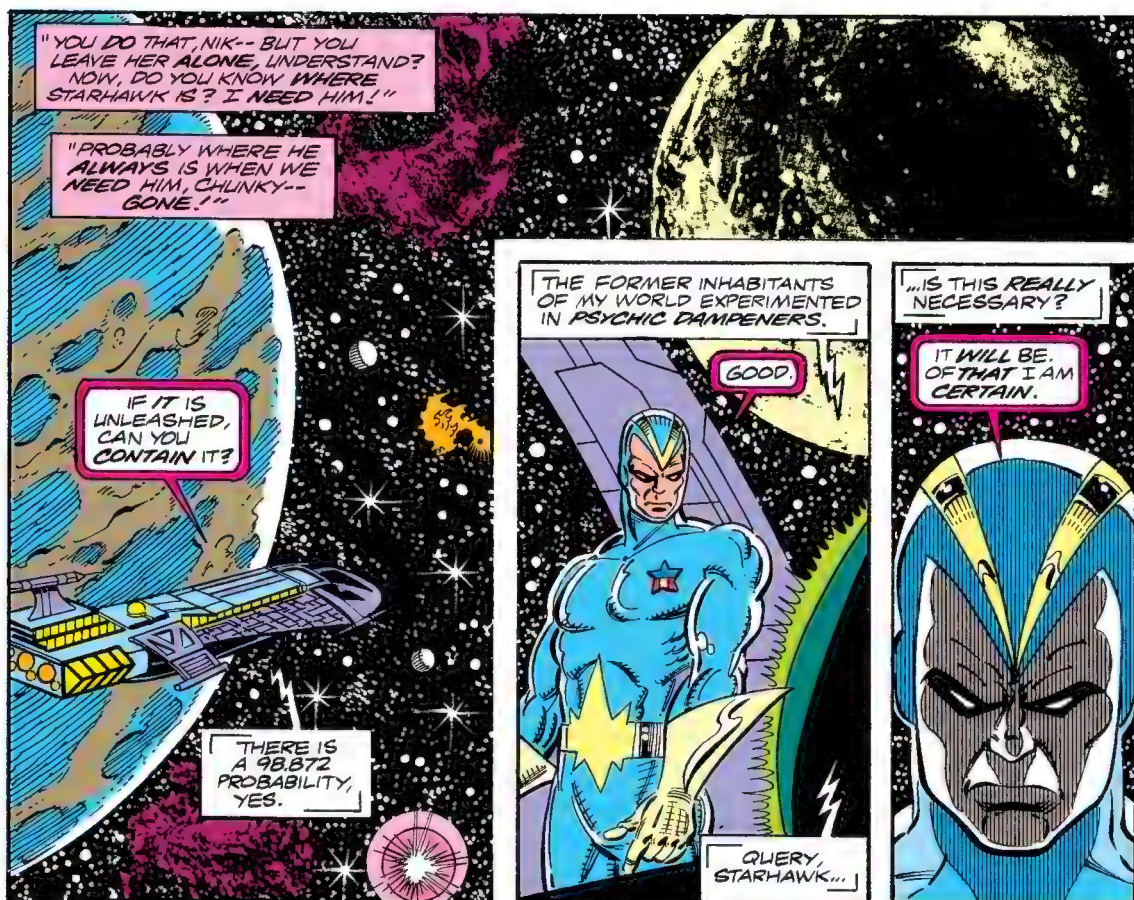
COLORS BY
EDITED BY
EDITOR-IN-CHIEF:

EVELYN STEIN
CRAIG ANDERSON
TOM DEFALCO

(THE MISTRESS OF APLOMB AND GRACE!)
(HE'S ON EVERYBODY'S CASE!)
(HE WISHES WE'D ALL GET OUT OF HIS FACE!)



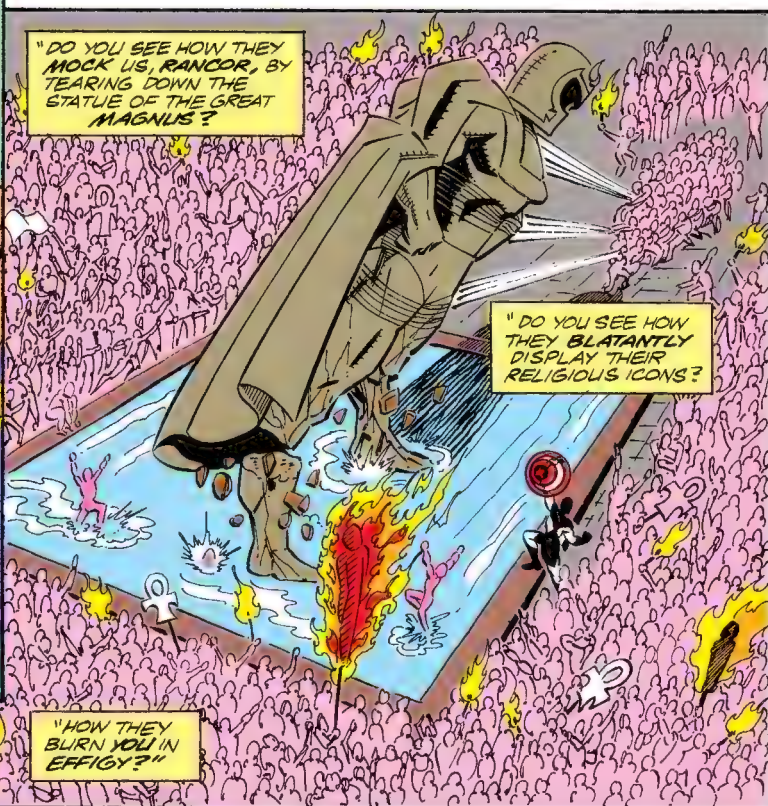




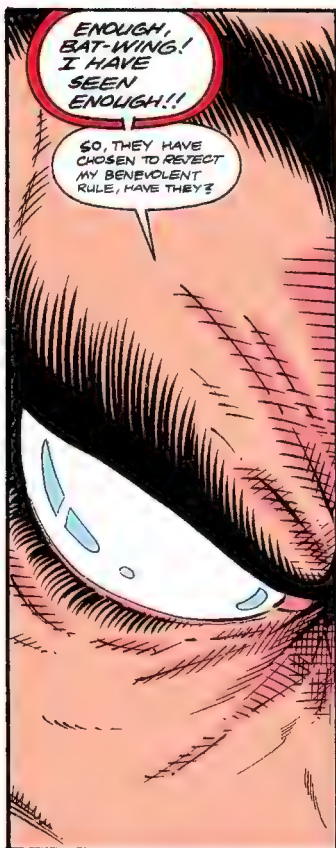


LOOK, COUSIN! SEE HOW THE INSECTS SWARM?

I SEE IT, WING.



HOW THEY BURN YOU IN EFFIGY?



ENOUGH, BAT-WING! I HAVE SEEN ENOUGH!!

SO, THEY HAVE CHOSEN TO REJECT MY BENEVOLENT RULE, HAVE THEY?



WHEN! MADE IT JUST IN TIME! NOW, JUST KEEP THAT DOOR OPEN--!

THEN LET THE BLOOD THAT SPILLS THIS DAY...

...BE ON THEIR HANDS!



YES! I MADE IT! NOW TO FIND THE OTHER OVERMEN!

TO ME, MY LIEUTENANTS!

PREPARE THE BATTLE SPHERE--

-- WE HAVE A MASSACRE TO ATTEND TO!

THE STARK WORLD...

RECONSTRUCTION
OF THE NAMELESS
ONE* IS A COMPLETE
SUCCESS, HIGH-
SISTER!

* HE WAS KNOWN AS TASERFACE
IN ISSUE #4.-- CRAIG

I SHALL BE
THE JUDGE OF
THAT,
SISTER!

BRING
HIM IN!

AH! YOU TRULY ARE BEAU-
TIFUL, MY WARRIOR! THE
CROWNING ACHIEVEMENT
OF MY REIGN!

"... AND PREPARE
YOURSELF FOR
THE BATTLE OF
YOUR LIFE!"

ARE YOU PREPARED TO LAY
DOWN YOUR LIFE FOR THE
GREATER GLORY OF THE
STARK?

YES, HIGH-
SISTER,

ARE YOU
PREPARED
TO WIN
BACK YOUR
LOST
HONOR
AND YOUR
NAME?

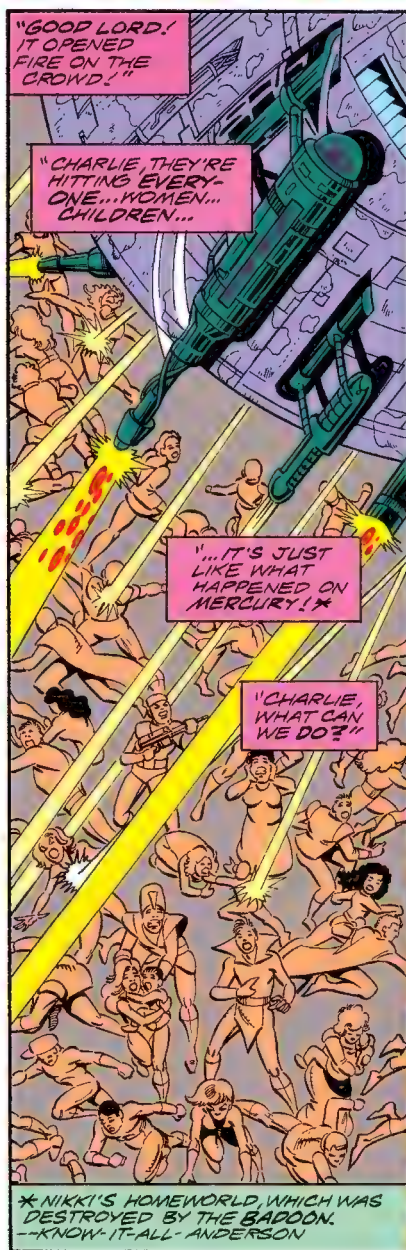
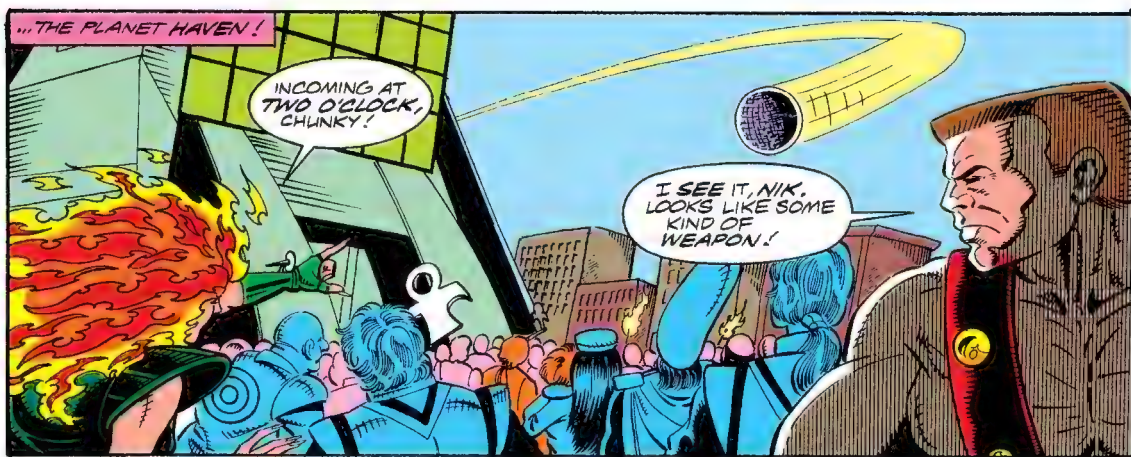
YES, MY
LIEGE.

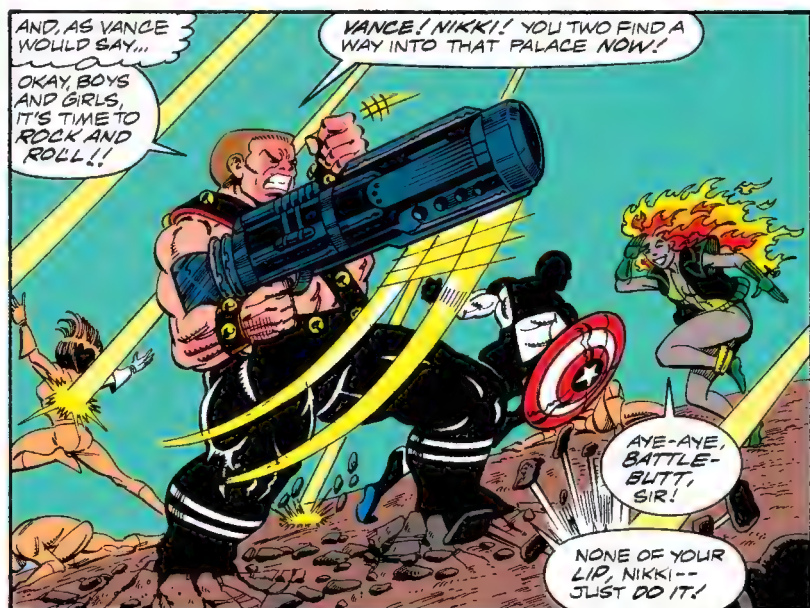
THEN RISE,
YOU-WHO-HAVE-
NO-NAME...

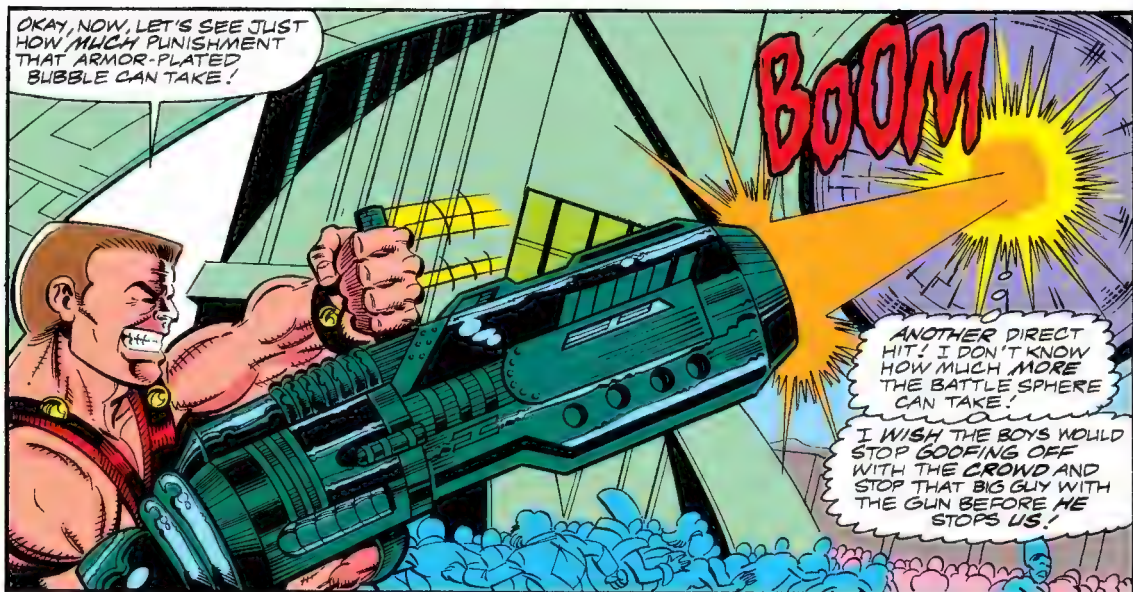
"LET IT BE KNOWN THAT
FROM THIS DAY FORTH,
THIS WARRIOR WILL BE
KNOWN AS..."

OVERKILL

WE'LL SEE MORE OF OVERKILL, BUT
NOT IN THIS ISSUE! WE'VE GOT TO
GET BACK TO...









HUMAN SCUM!

YOU...
KILLED HIM!
YOU KILLED
A MUTANT!!

BUDDY,
YOU'RE
GOING TO
FRY!!

HUH?

YOU ARE
SAFE,
GIRALD.

STARHAWK!?
WHAT ARE YOU
DOING?!

LET ME GO!
I'VE GOT TO
HELP MY
PEOPLE!

AND SO YOU
WILL, MY
FRIEND...

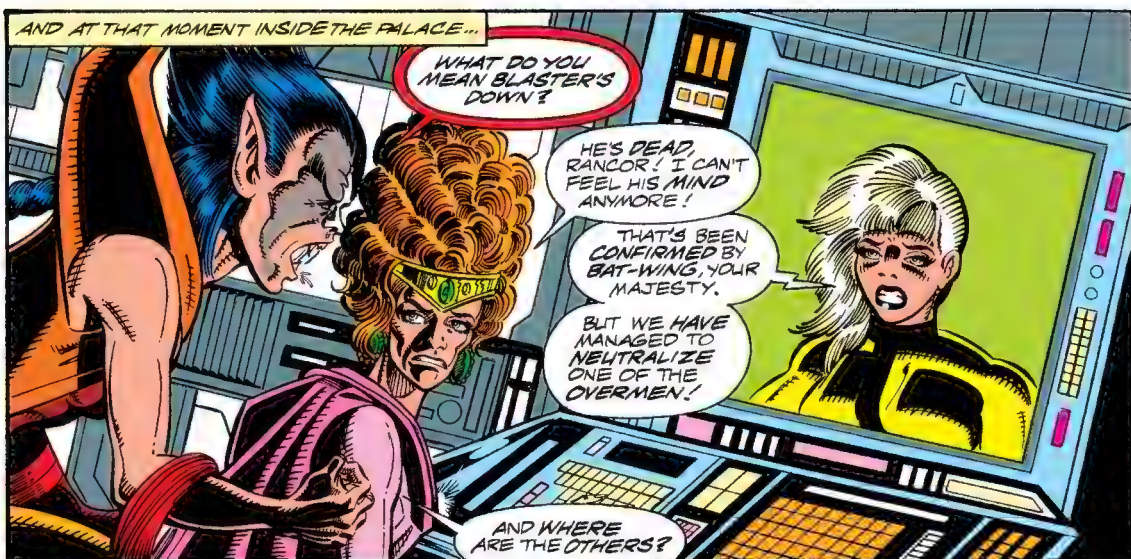
...IN WAYS YOU
HAVE YET TO
EVEN IMAGINE!

BLIT...

ACCEPT THE
WORD OF ONE-
WHO-KNOWS.



AND AT THAT MOMENT INSIDE THE PALACE...



"I BELIEVE THEY MAY HAVE BREACHED THE PALACE ITSELF, YOUR HIGHNESS."

I CAN'T BELIEVE WE HAVEN'T MET ANY
RESISTANCE, VANCE. WE JUST WALKED
RIGHT IN HERE!

IT MAKES SENSE, THOUGH,
WHEN YOU THINK ABOUT IT,
NIKKI.

THESE PEOPLE HAVE NEVER
CHALLENGED THE MUTANTS'
AUTHORITY...

...EVEN AFTER COUNTLESS
GENERATIONS OF SERVITUDE!

THE MUTANTS NEVER
PREPARED FOR A
COLD ATTEMPT. THEY
DIDN'T HAVE TO--



-- AN INSURGENCE
WOULD HAVE BEEN
INCONCEIVABLE TO
THEM!

MIND-SCAN, YOU KEEP TABS ON WHAT'S GOING ON OUTSIDE!

**SIDE-STEP, I WANT
NO ONE TO LEAVE THAT
SQUARE ALIVE!**



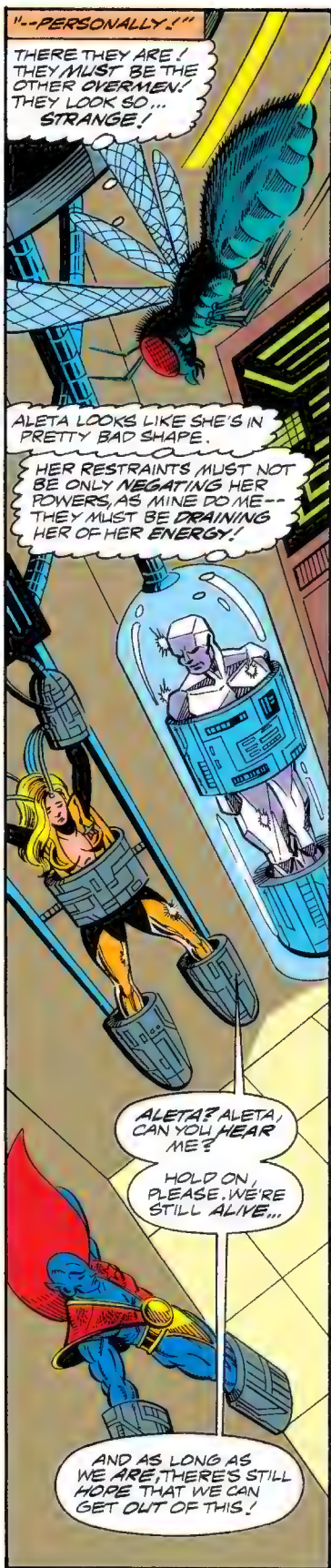
**SHADDO,
BLOCKADE!
DEFEND THE
HALL TO THE
THRONE ROOM!**

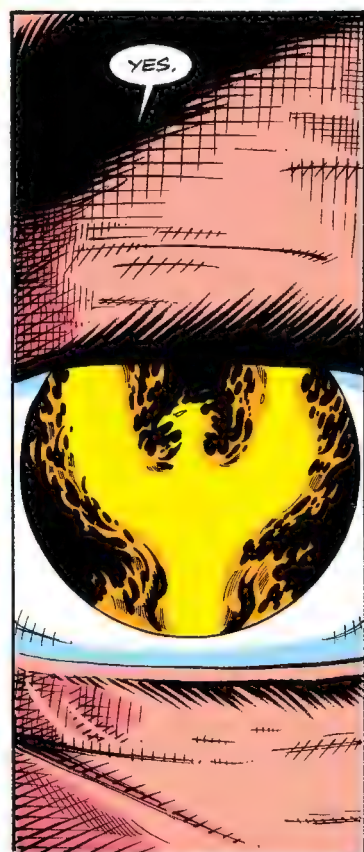
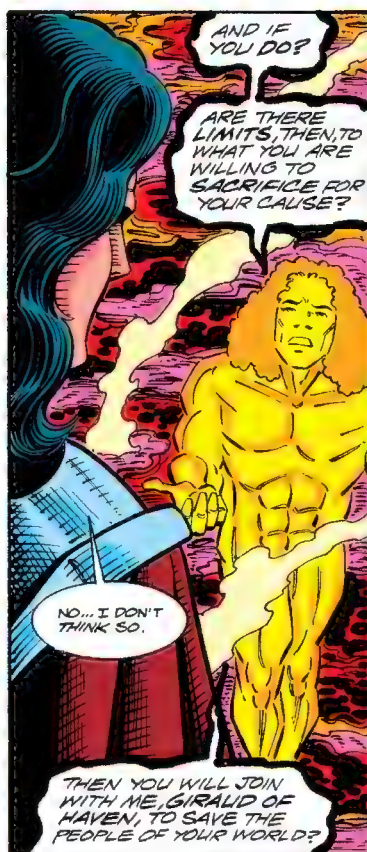
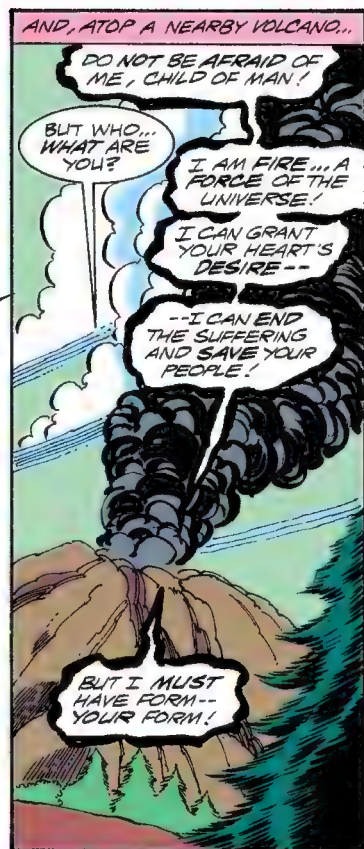
YES,
RANCOR.

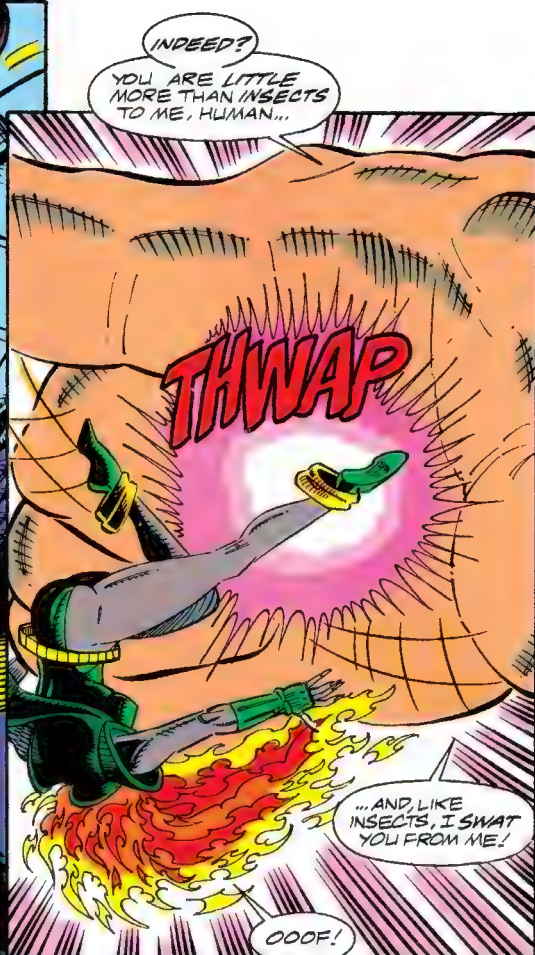
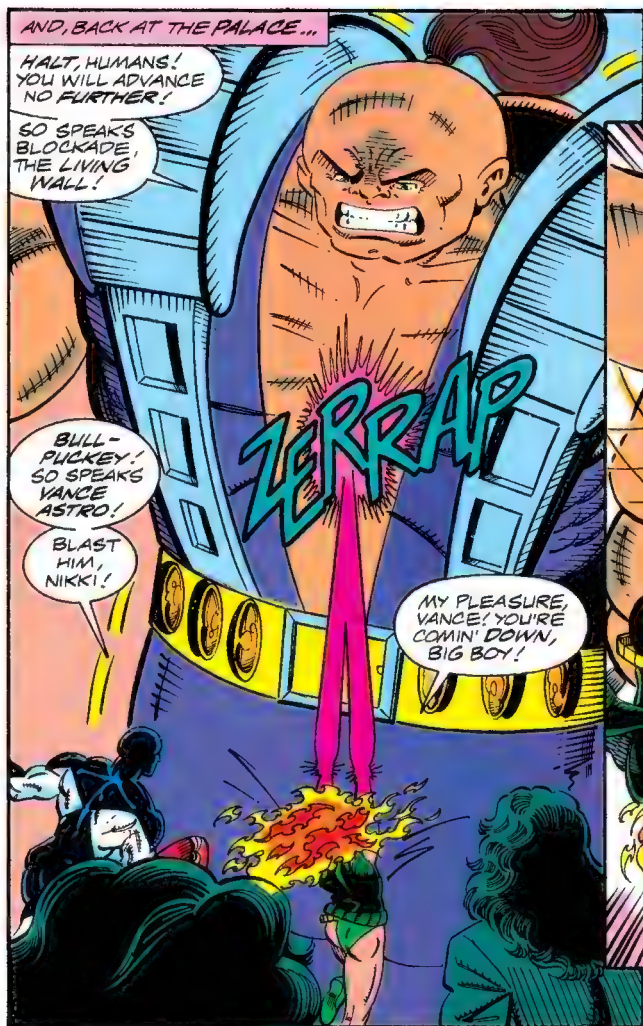


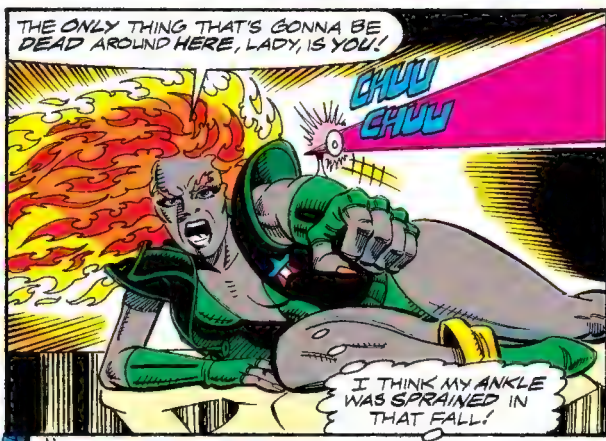
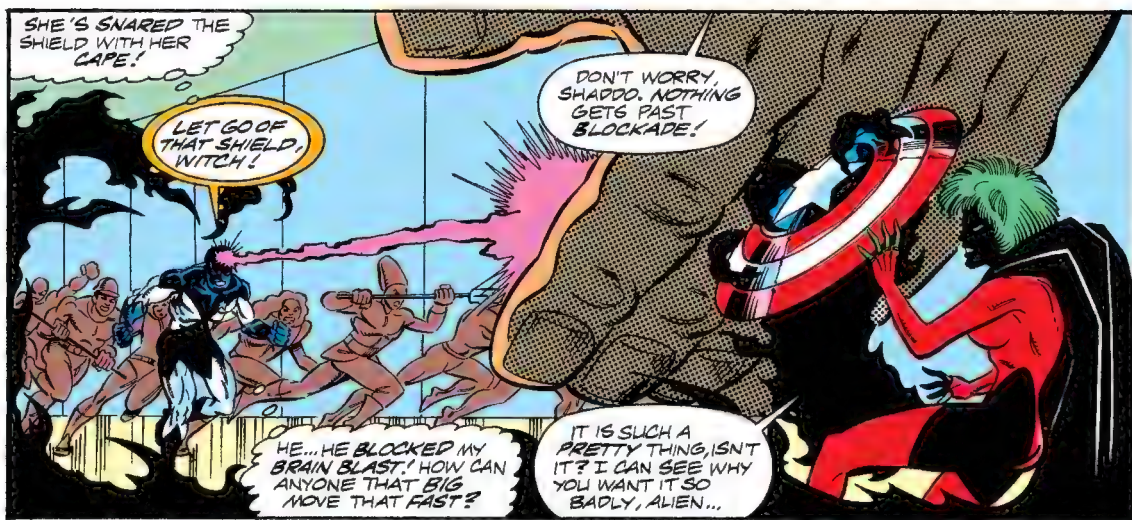
AND I'LL
ATTEND
TO OUR
GUESTS--

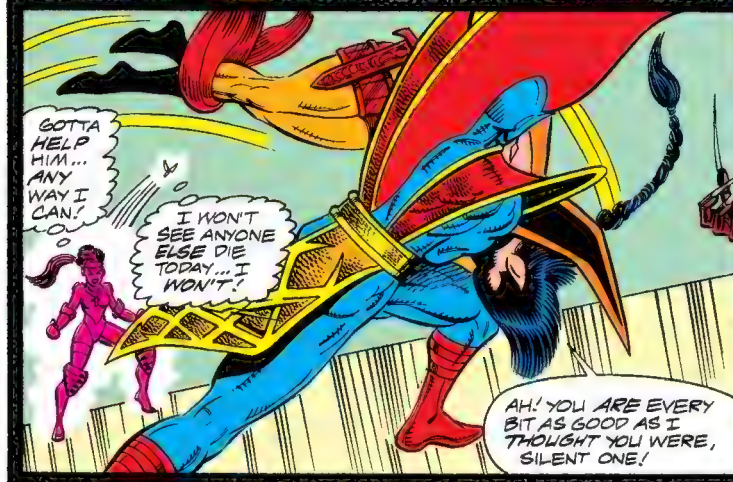
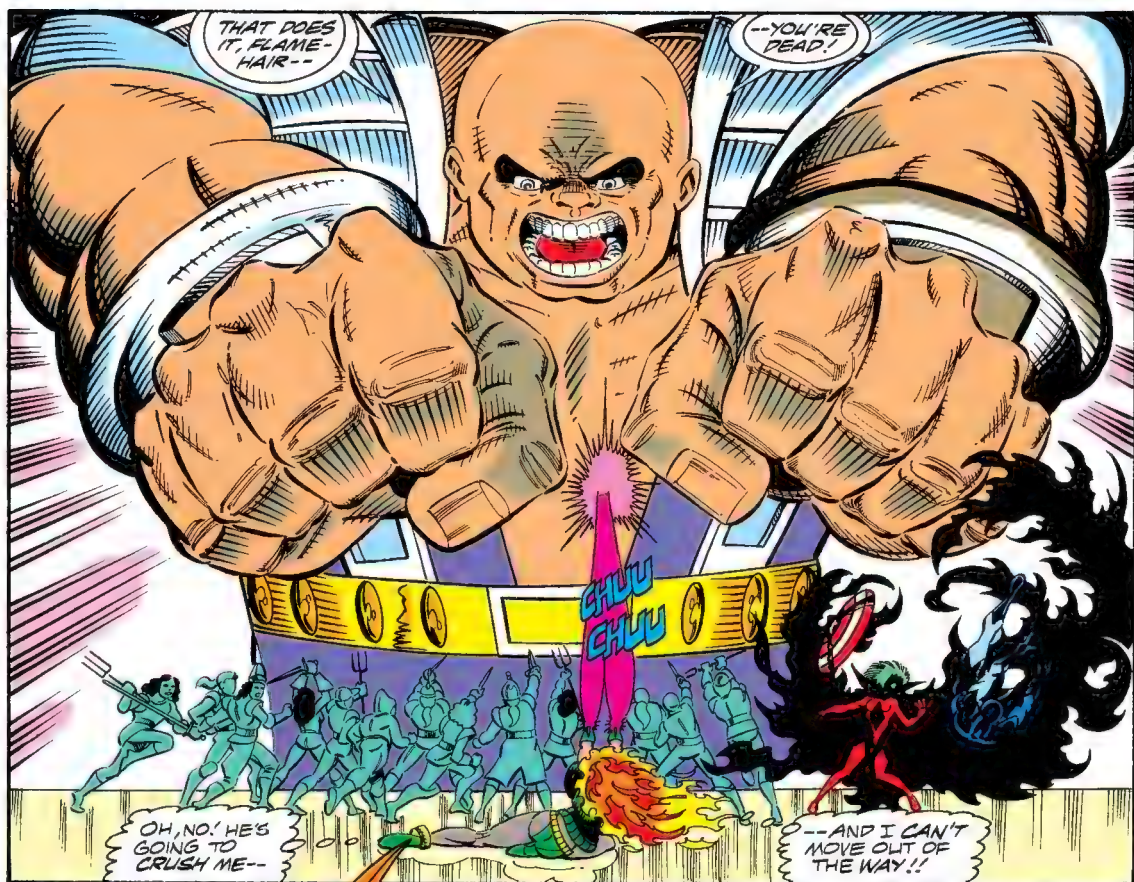
SNIKT



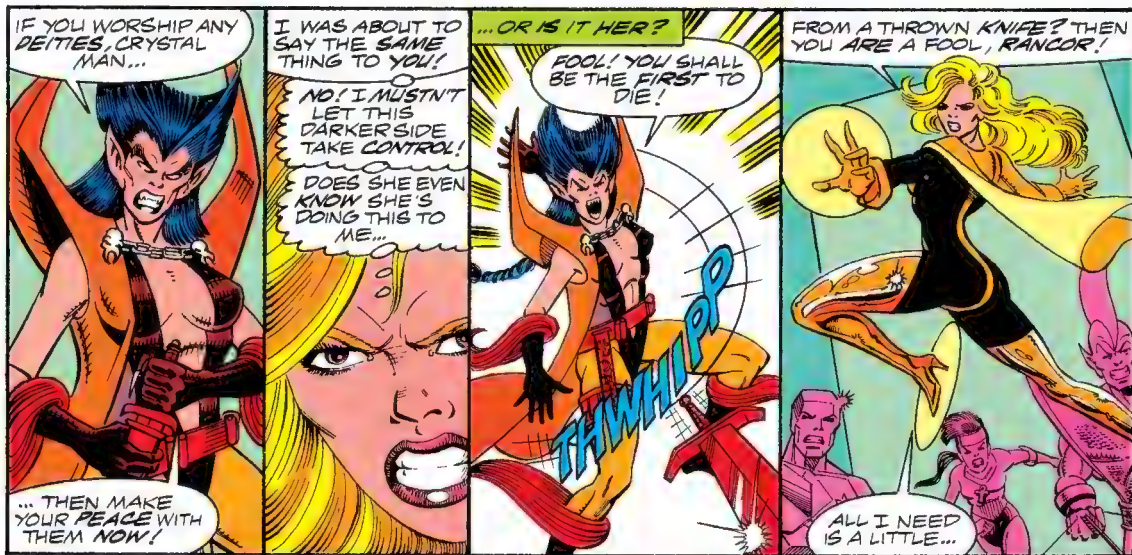












...LIGHT--?!



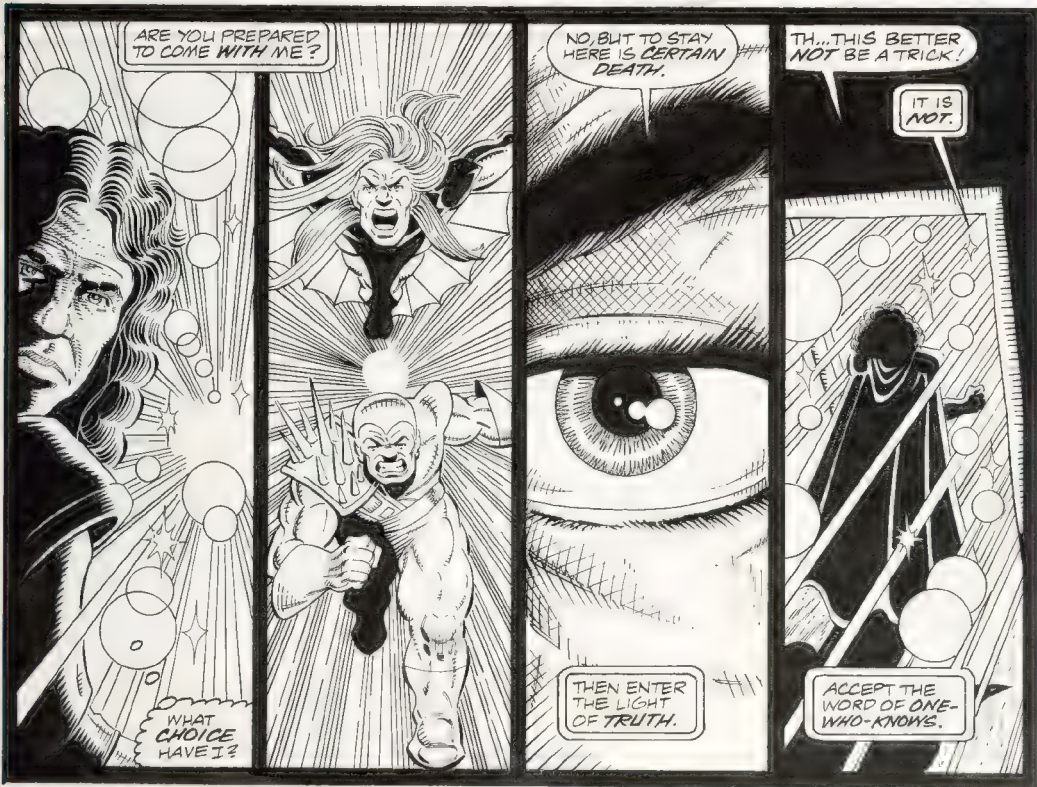


N
E
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T

THE ONCE AND
FUTURE

PHOENIX

WHATEVER
YOU DO--
DON'T MISS IT!



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EVEN IN THE
31ST CENTURY
THERE SHALL BE A

PHOENIX

GUARDIANS GALAXY

WORLD OF
MUTANTS

PART THREE OF THREE

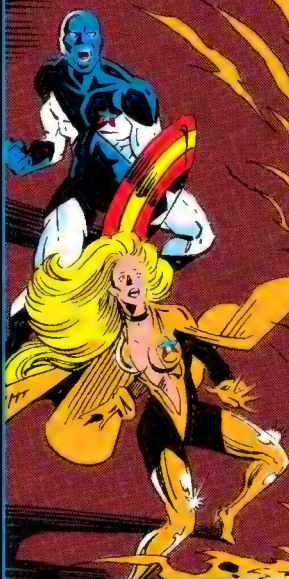


ILLUSTRATION BY MICHAEL COOK

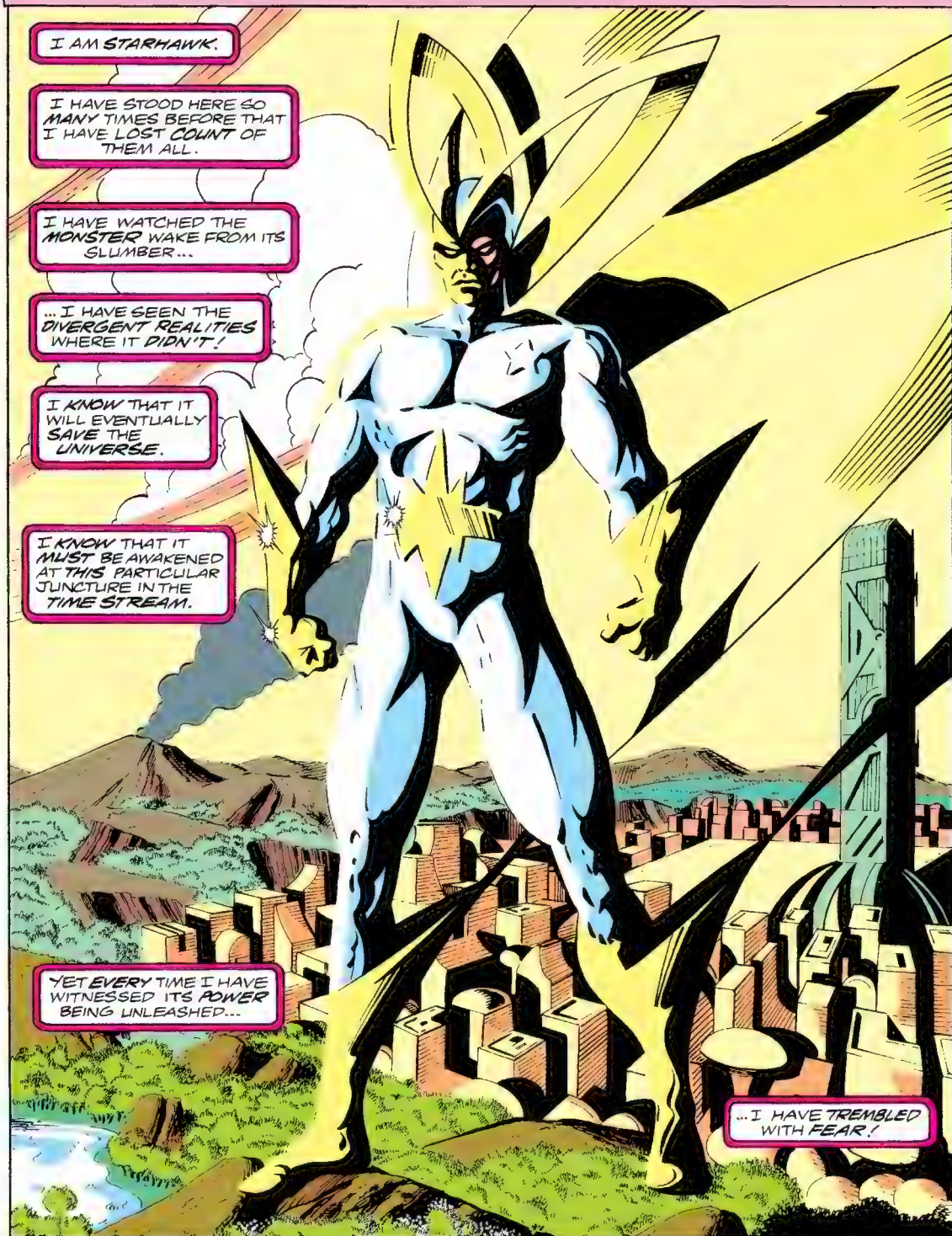
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01318

CHARLIE 271 MARTINEXI NIKKII VANCE ASTROI YONDUI ALETAI STARHAWKI SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!



I AM STARHAWK.

I HAVE STOOD HERE SO MANY TIMES BEFORE THAT I HAVE LOST COUNT OF THEM ALL.

I HAVE WATCHED THE MONSTER WAKE FROM ITS SLUMBER...

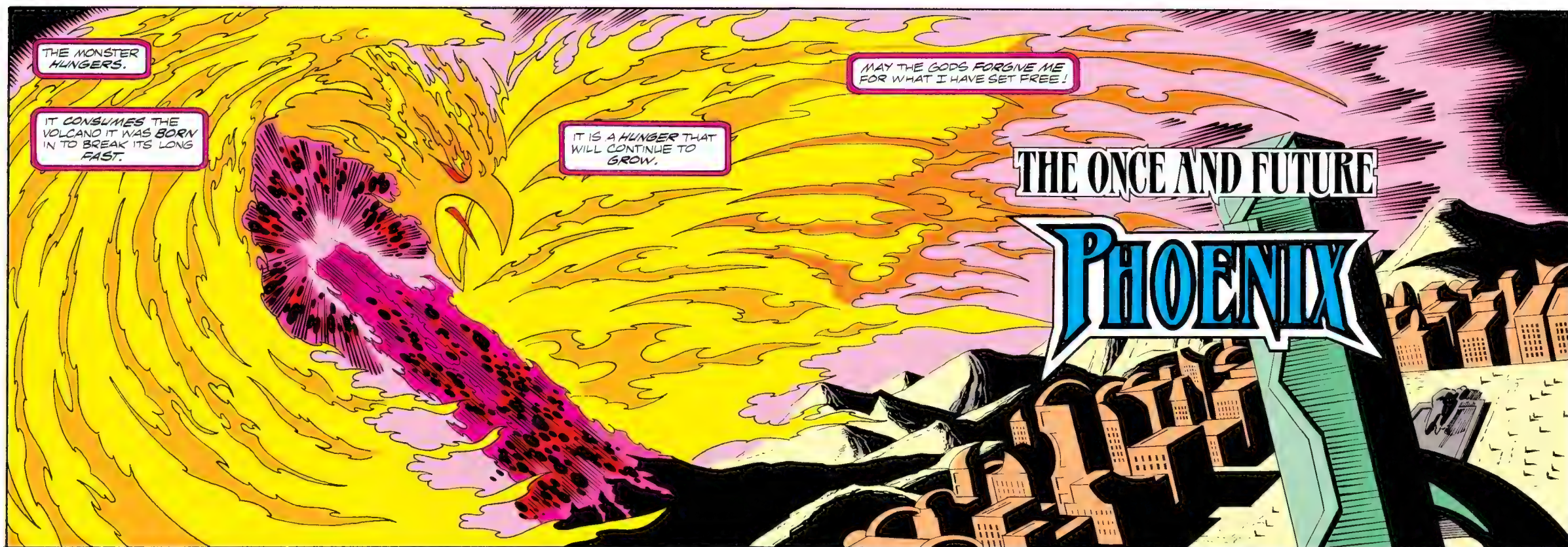
...I HAVE SEEN THE DIVERGENT REALITIES WHERE IT DIDN'T!

I KNOW THAT IT WILL EVENTUALLY SAVE THE UNIVERSE.

I KNOW THAT IT MUST BE AWAKENED AT THIS PARTICULAR JUNCTURE IN THE TIME STREAM.

YET EVERY TIME I HAVE WITNESSED ITS POWER BEING UNLEASHED...

...I HAVE TREMBLED WITH FEAR!



THE MONSTER
HUNGERS.

IT CONSUMES THE
VOLCANO IT WAS BORN
IN TO BREAK ITS LONG
FAST.

IT IS A HUNGER THAT
WILL CONTINUE TO
GROW.

MAY THE GODS FORGIVE ME
FOR WHAT I HAVE SET FREE!

THE ONCE AND FUTURE

PHOENIX

ANOTHER STELLAR
SPECTACULAR BROUGHT
TO YOU BY:

VALENTINO
WORDS/PICTURES

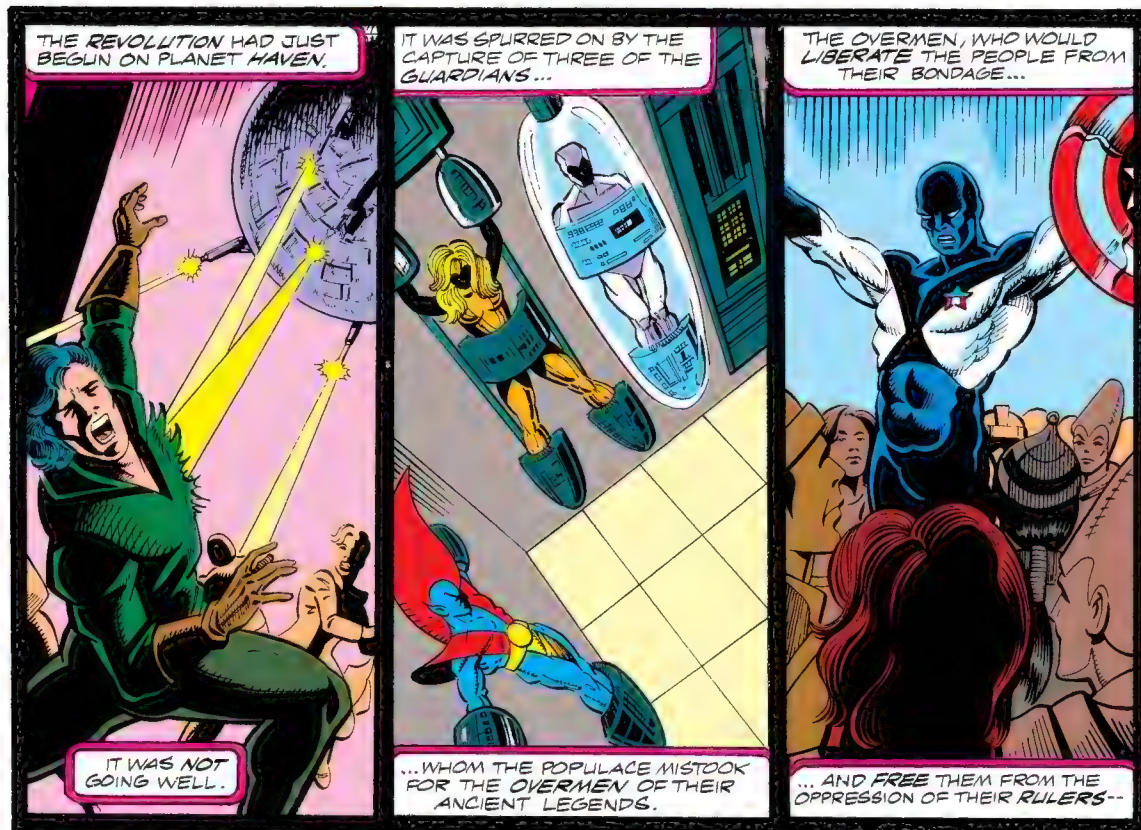
MONTANO
BRUSHES/QUILLS

LOPEZ
LETTERS/SFX

STEIN
COLORS/HUES

ANDERSON
GRIPES/COMPLAINTS

DeFALCO
GUIDANCE COUNSELOR



THE REVOLUTION HAD JUST
BEGUN ON PLANET HAVEN.

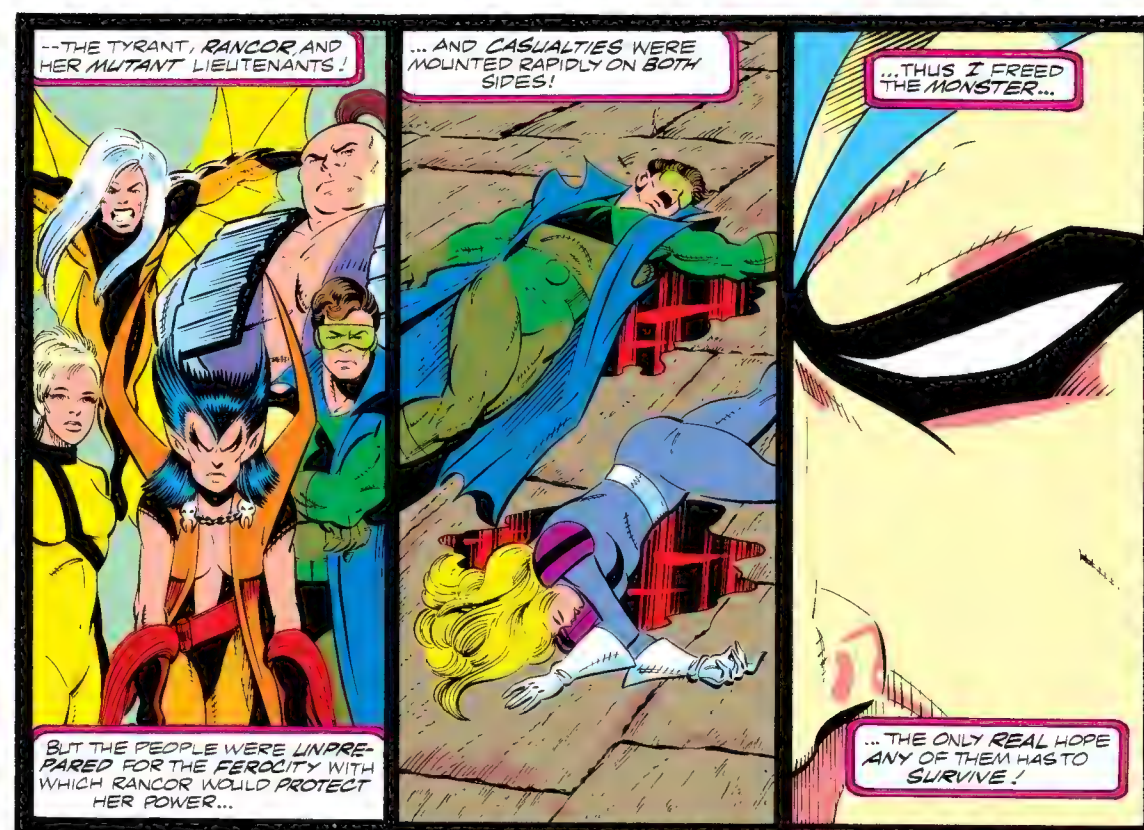
IT WAS NOT
GOING WELL.

IT WAS SPURRED ON BY THE
CAPTURE OF THREE OF THE
GUARDIANS...

...WHOM THE POPULACE MISTOOK
FOR THE OVERMEN OF THEIR
ANCIENT LEGENDS.

THE OVERMEN, WHO WOULD
LIBERATE THE PEOPLE FROM
THEIR BONDAGE...

... AND FREE THEM FROM THE
OPPRESSION OF THEIR RULERS--



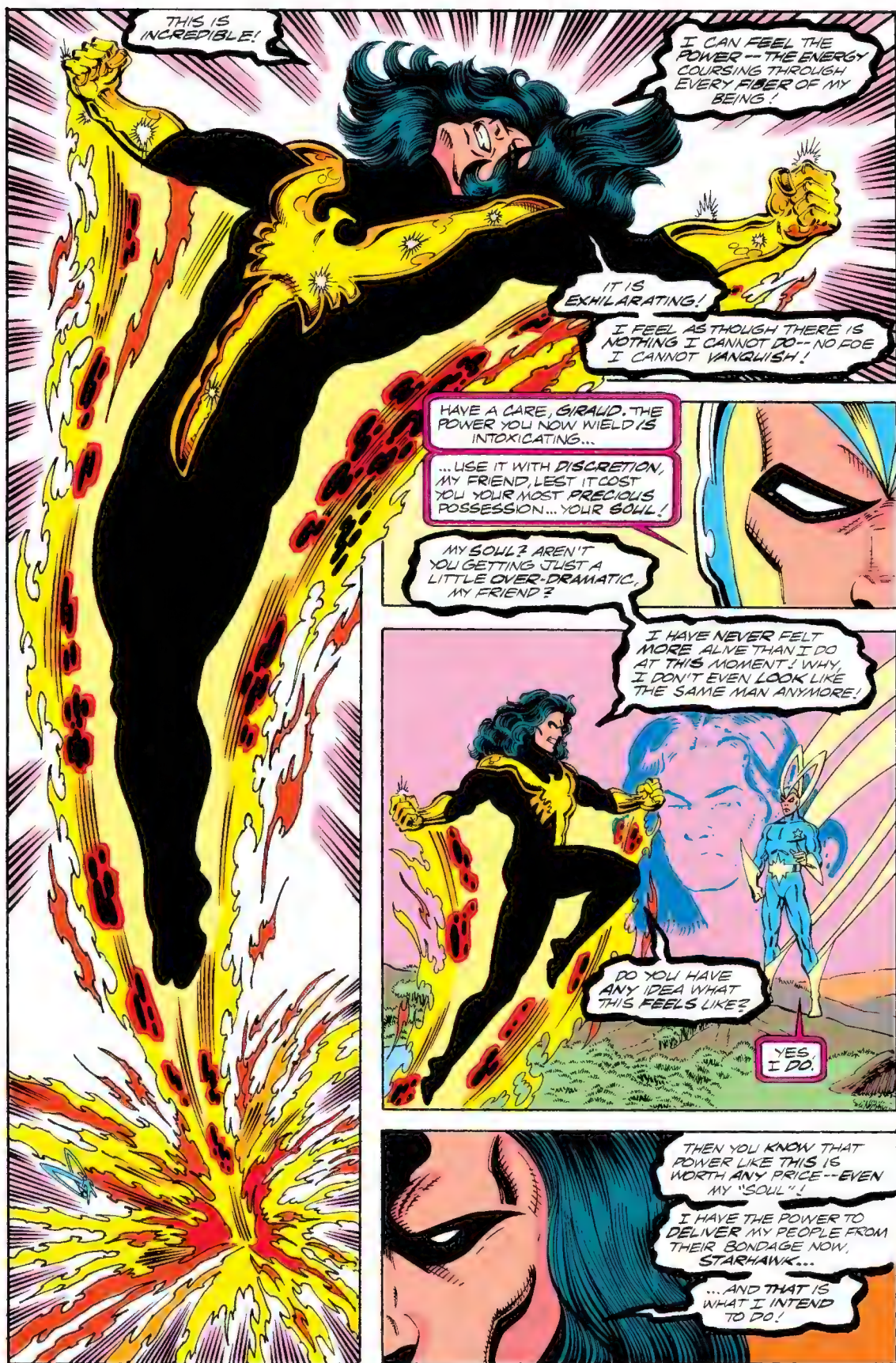
--THE TYRANT, RANCOR, AND
HER MUTANT LIEUTENANTS!

BUT THE PEOPLE WERE UNPREPARED
FOR THE FEROCITY WITH
WHICH RANCOR WOULD PROTECT
HER POWER...

... AND CASUALTIES WERE
MOUNTED RAPIDLY ON BOTH
SIDES!

...THUS I FREED
THE MONSTER...

... THE ONLY REAL HOPE
ANY OF THEM HAS TO
SURVIVE!



THIS IS
INCREDIBLE!

I CAN FEEL THE
POWER -- THE ENERGY
COURSING THROUGH
EVERY FIBER OF MY
BEING!

IT IS
EXHILARATING!

I FEEL AS THOUGH THERE IS
NOTHING I CANNOT DO -- NO FOE
I CANNOT VANQUISH!

HAVE A CARE, GIRALD. THE
POWER YOU NOW WIELD IS
INTOXICATING...

...USE IT WITH DISCRETION,
MY FRIEND, LEST IT COST
YOU YOUR MOST PRECIOUS
POSSESSION... YOUR SOUL!

MY SOUL? AREN'T
YOU GETTING JUST A
LITTLE OVER-DRAMATIC,
MY FRIEND?

I HAVE NEVER FELT
MORE ALIVE THAN I DO
AT THIS MOMENT! WHY,
I DON'T EVEN LOOK LIKE
THE SAME MAN ANYMORE!

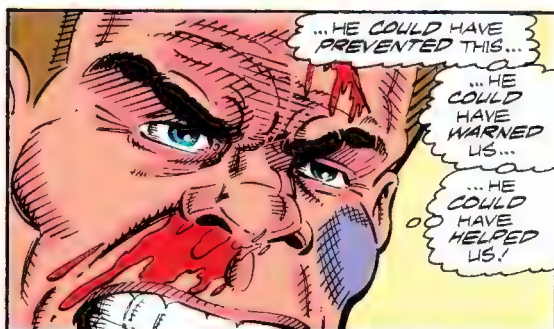
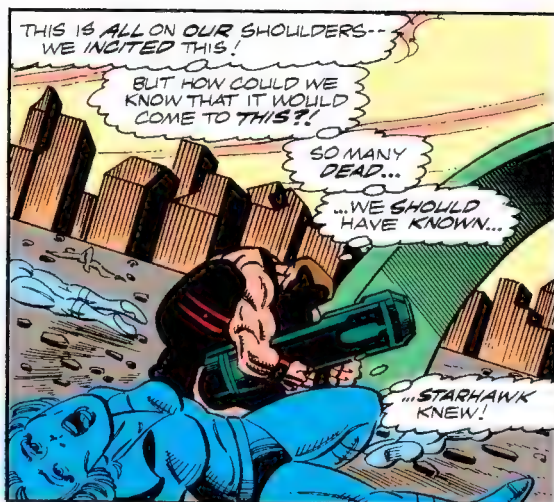
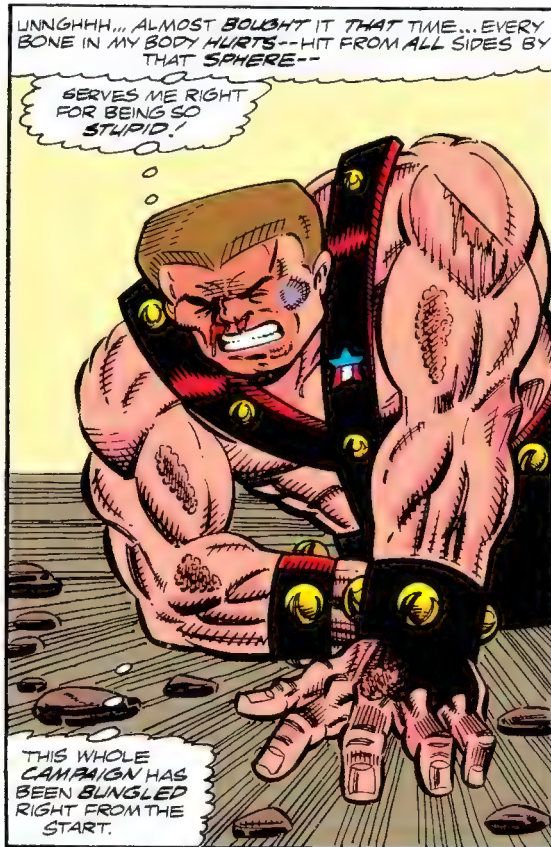
DO YOU HAVE
ANY IDEA WHAT
THIS FEELS LIKE?

YES,
I DO.

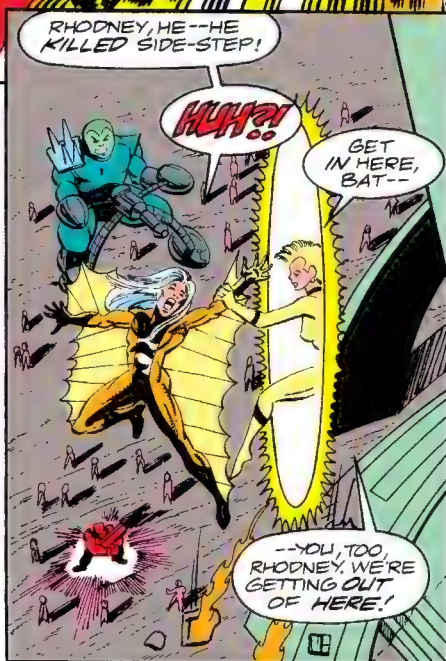
THEN YOU KNOW THAT
POWER LIKE THIS IS
WORTH ANY PRICE -- EVEN
MY "SOUL"!

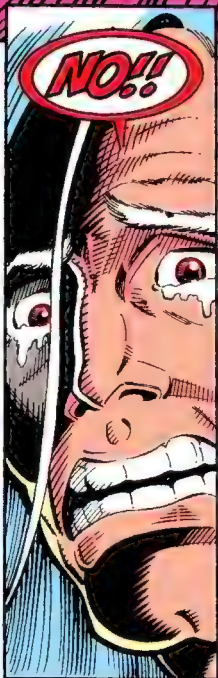
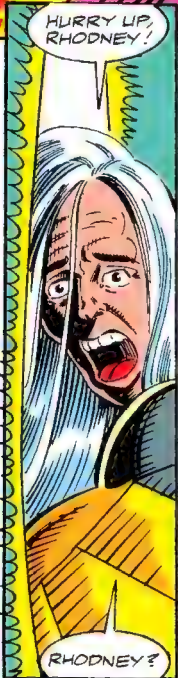
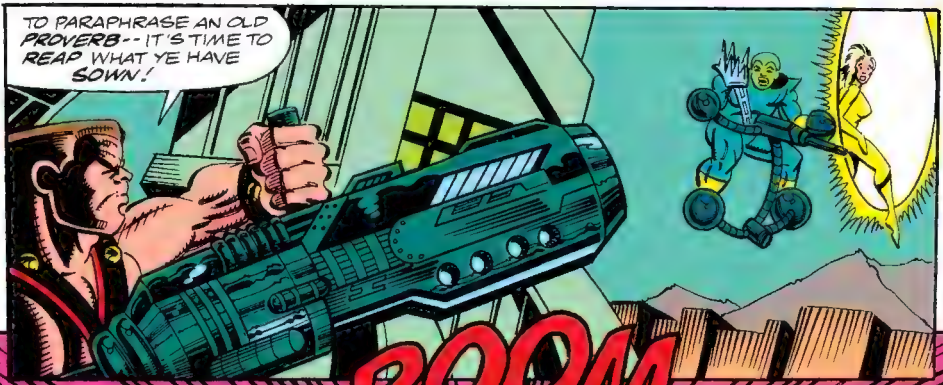
I HAVE THE POWER TO
DELIVER MY PEOPLE FROM
THEIR BONDAGE NOW,
STARHAWK...

...AND THAT IS
WHAT I INTEND
TO DO!









ELSEWHERE, IN DEEP SPACE...

ZOR, BUT I
HATE SPACE
TRAVEL!

THERE'S NEVER ANYTHING
TO DO! NO ACTION...NO...

...HEY! I CAN PEEK INTO
BROADSIDE'S ROOM! SURE,
SHE'S ALWAYS... ENTERTAIN-
ING!

THERE ARE CERTAIN ADVANTAGES
TO BEING A PHANTOM!

MAYBE I'LL CATCH HER IN THE
SHOWER AGA-- AHH? WHAT IS THIS?
A HOLOGRAM OF ONE OF THE
GUARDIANS!?

AND SHE'S SMOONING
OVER IT LIKE SOME
LOVESICK SCHOOLGIRL?

WHY, YES,
CHARLES, I'D
LOVE TO
ACCOMPANY
YOU TO--

FANTASIZING
OVER AN ENEMY,
BROADSIDE?

I WONDER WHAT
INTERFACE WOULD
SAY IF HE KNEW
ABOUT THIS?

BRAHL! YOU DESPICABLE PIECE
OF SPACE FLOTSAM! HOW DARE
YOU INVADE MY PRIVACY?!

DO IT ALL
THE TIME,
SWEETS!

IT'S USUALLY
A PRETTY GOOD
SHOW, TOO... BUT
THIS--

ALL HANDS
REPORT TO THE
BRIDGE. REPEAT:
ALL HANDS...

I'LL KILL
YOU FOR THIS,
ACHERNONIAN!*

LOOKS LIKE
I'M SAVED
AGAIN!

*BRAHL'S RACE--KNOW-
IT-ALL-ANDERSON

WE HAVE DISCOVERED AN
ANOMALY ON AN INTERCEPT
COURSE COMING FROM THE
SPACE SECTOR WE JUST
LEFT.*

I WILL
KILL YOU,
BRAHL.

IS THERE SOME
SORT OF
PROBLEM BE-
TWEEN YOU TWO
AGAIN?

NAH,
NOTHIN' WE CAN'T
HANDLE.

SO WHAT
DO YOU THINK
IT IS,
INTERFACE?

*ISSUE #6 TO US--CRAIG

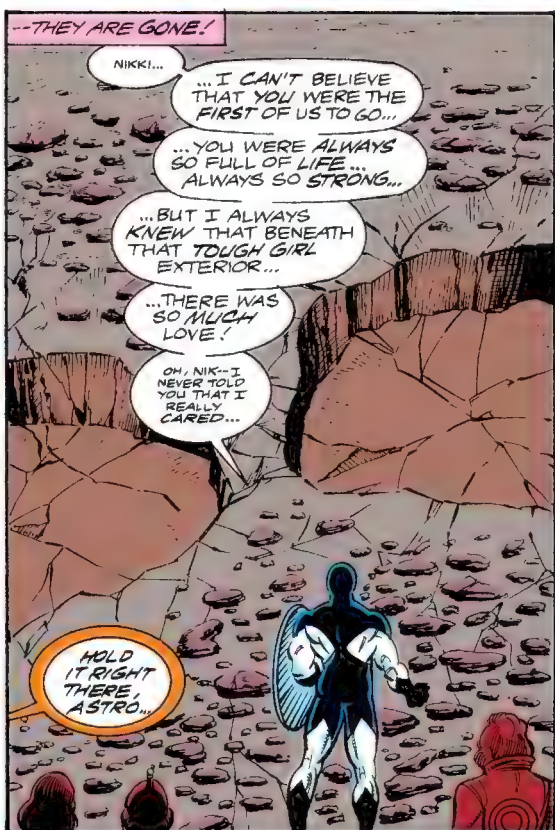
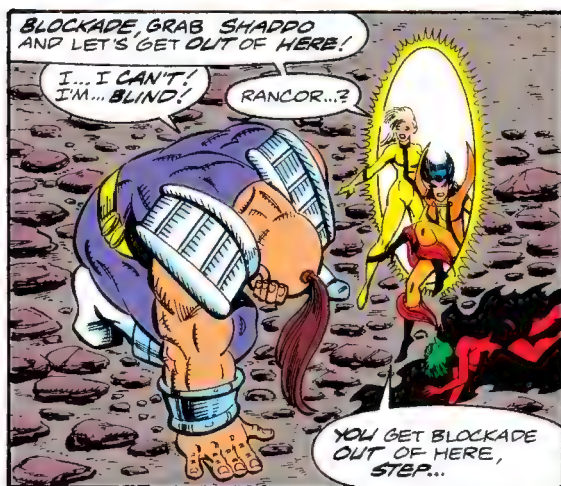
WE CAN ONLY BE
CERTAIN OF TWO
THINGS, BRAHL--

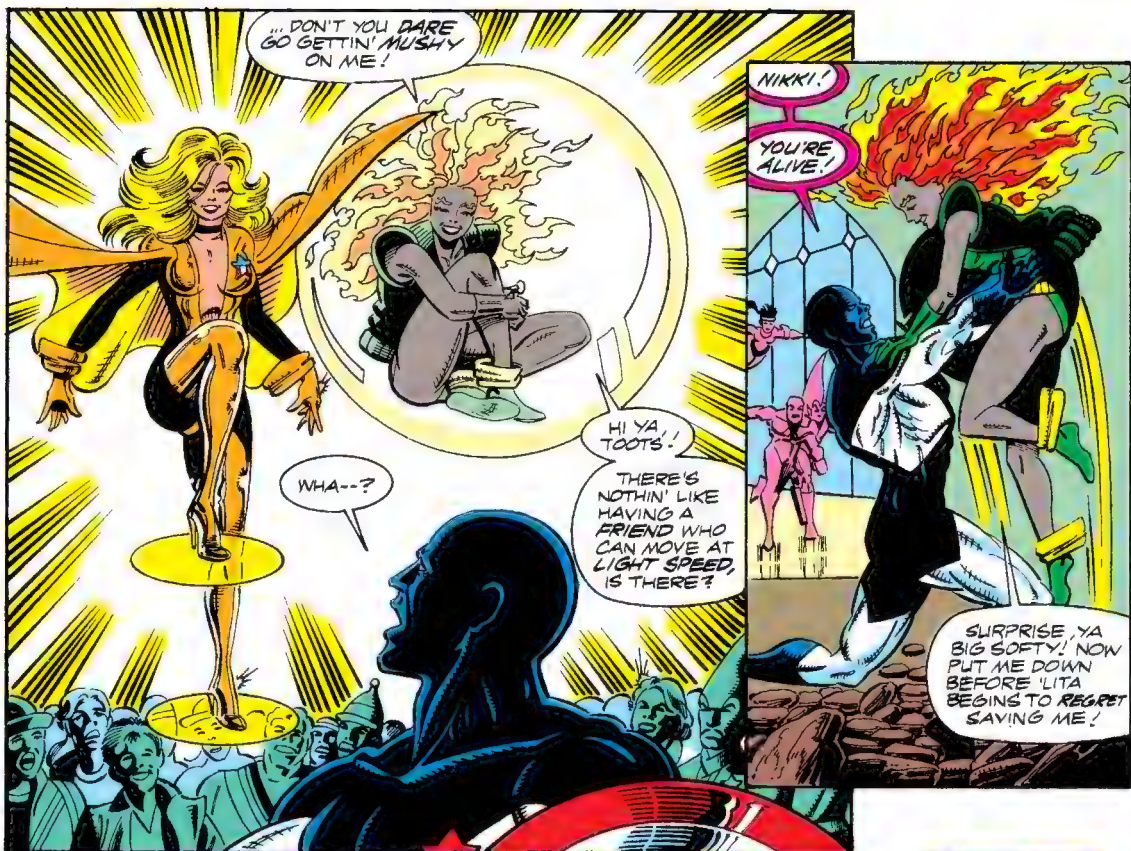
--IT IS TOO SMALL
TO BE ANYTHING
EXCEPT A SINGLE
BEING...

...AND, IT IS TOO HOT
NOT TO BE ON FIRE!

WE'LL REJOIN FORCE
SOON ENOUGH, BUT FOR
NOW...







AND, IN ANOTHER PART OF THE PALACE...

OUR LOSSES HAVE BEEN SEVERE--BOTH BLASTER AND RHODNEY ARE DEAD...

RHODNEY! OHH...

STOP YOUR CATERMALLING, BAT-WING! BLOCKADE'S BLIND--AND THEY EVEN MANAGED TO WOUND ME!

SHH...IT'S ALL RIGHT, BAT.

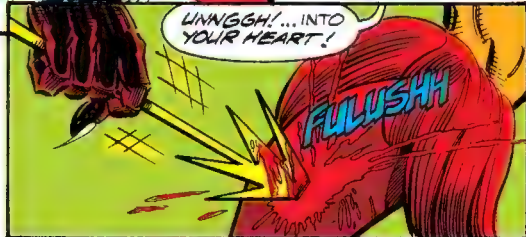
MIND-SCAN, PREPARE TO ARM THE BOMBS! IF I CAN'T RULE HAVEN--NO ONE CAN!

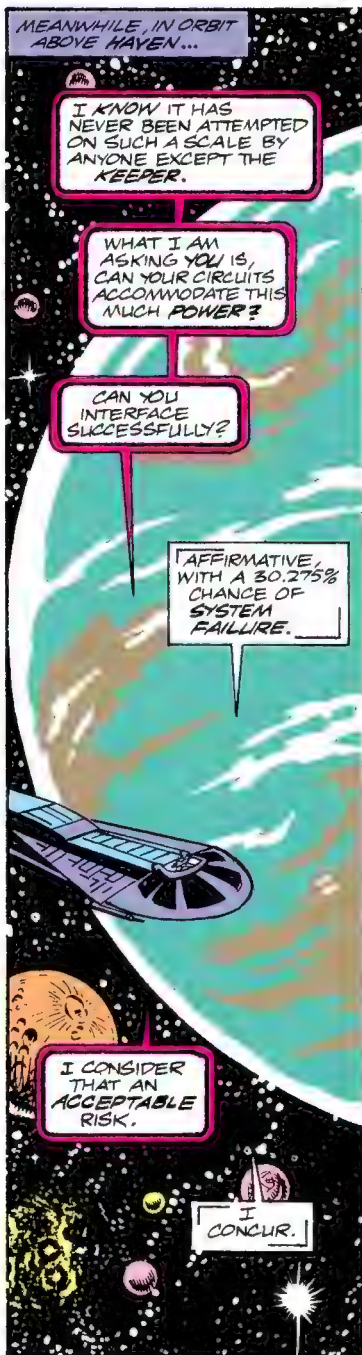
BUT, RANCOR, THEY'LL DESTROY THE WHOLE PLANET!

I AM FULLY AWARE OF THAT, SCAN--

--YOU JUST DO AS YOU'RE ORDERED TO DO...

...OR THIS ARROW WILL FIND ITS WAY FROM MY CALF...





MEANWHILE, IN ORBIT ABOVE HAVEN...

I KNOW IT HAS NEVER BEEN ATTEMPTED ON SUCH A SCALE BY ANYONE EXCEPT THE KEEPER.

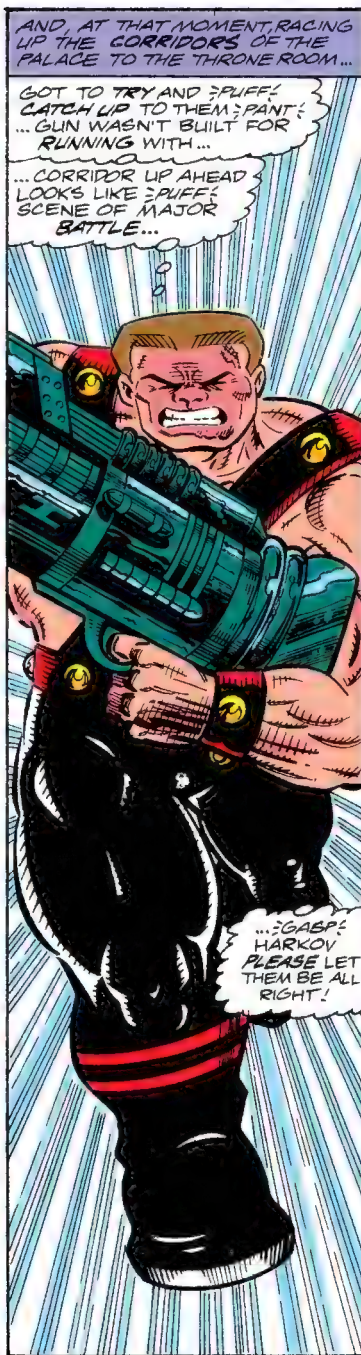
WHAT I AM ASKING YOU IS, CAN YOUR CIRCUITS ACCOMMODATE THIS MUCH POWER?

CAN YOU INTERFACE SUCCESSFULLY?

AFFIRMATIVE, WITH A 30.275% CHANCE OF SYSTEM FAILURE.

I CONSIDER THAT AN ACCEPTABLE RISK.

I CONCUR.



AND, AT THAT MOMENT, RACING UP THE CORRIDORS OF THE PALACE TO THE THRONE ROOM...

GOT TO TRY AND PUFF! CATCH UP TO THEM! PANT! ...GUN WASN'T BUILT FOR RUNNING WITH...

...CORRIDOR UP AHEAD LOOKS LIKE PUFF! SCENE OF MAJOR BATTLE...

...GASP! HARKOV PLEASE LET THEM BE ALL RIGHT!



SIMULTANEOUSLY, IN THE THRONE ROOM...

WHERE IS SHE GUARDIANS?

WHERE IS RANCOR?

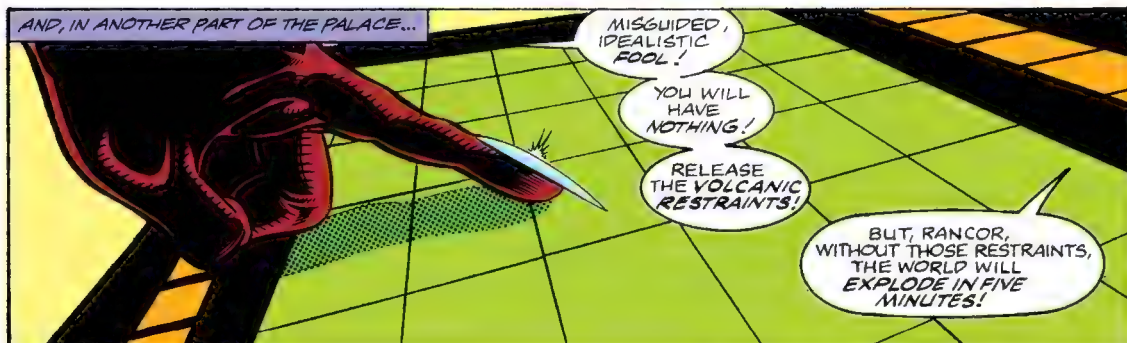
SHE WILL NOT ESCAPE MY RETRIBUTION!

GIRALID? IS THAT YOU?

YOU'RE SO... DIFFERENT.

I WAS GIRALID... NOW I AM THE PHOENIX...

...AND I WILL HAVE THIS WORLD!



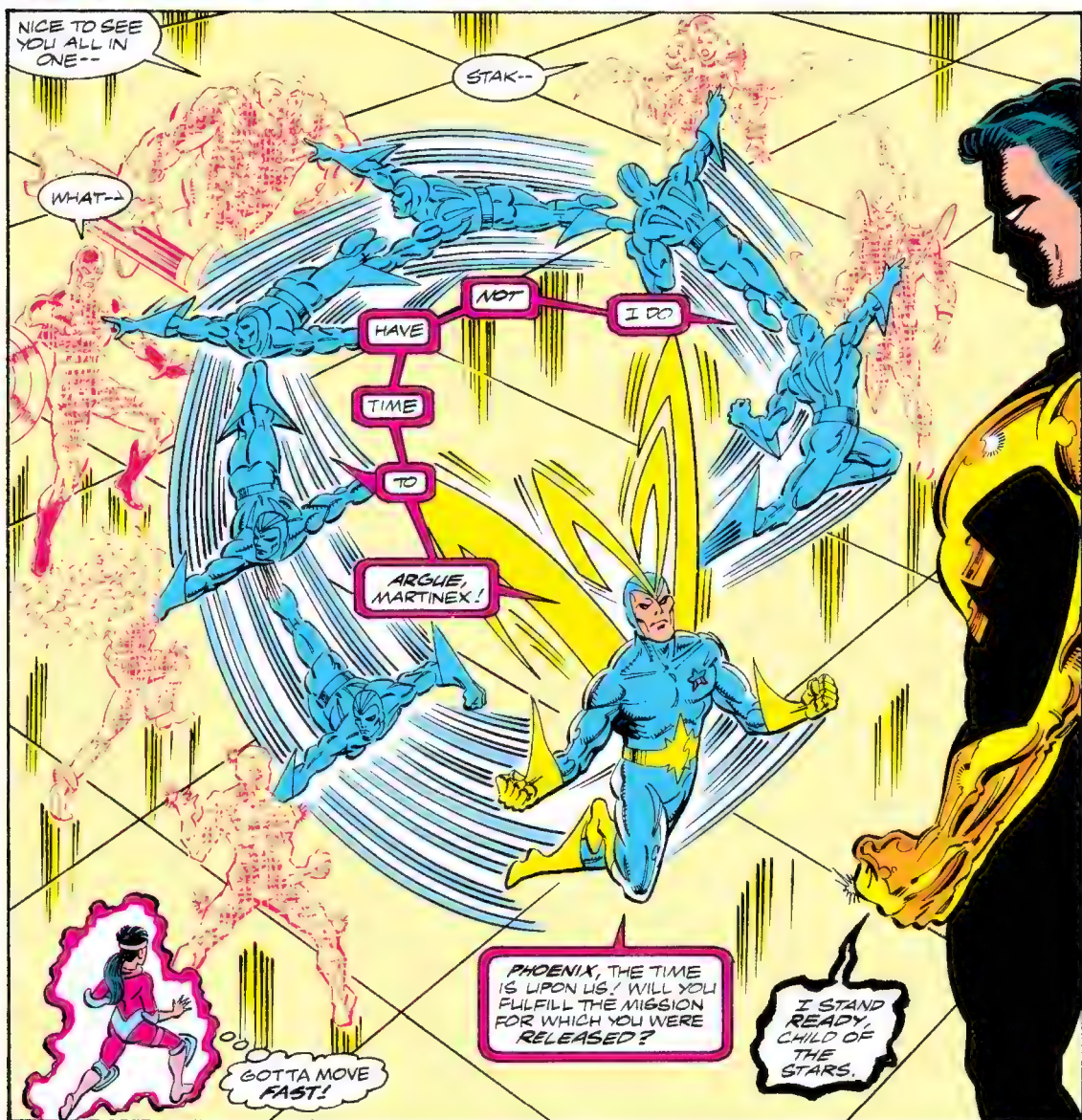
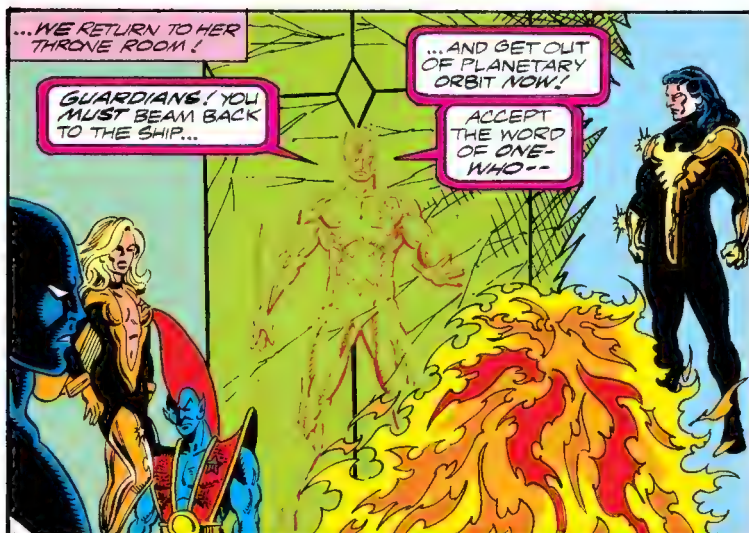
AND, IN ANOTHER PART OF THE PALACE...

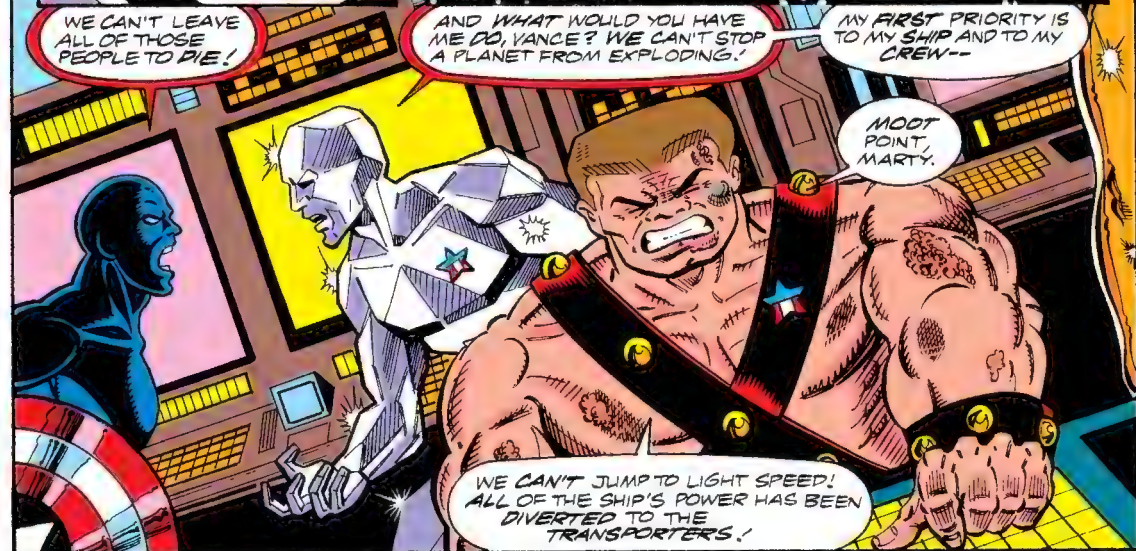
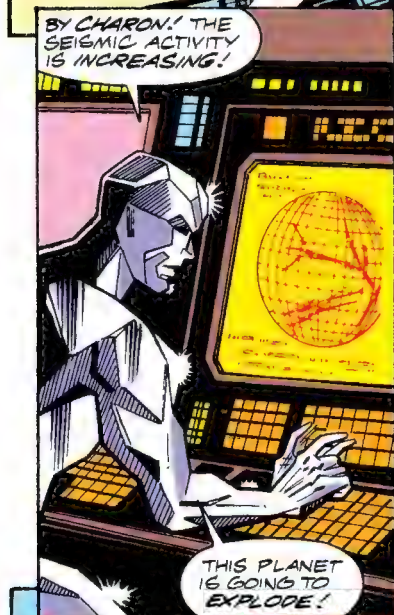
MISGUIDED, IDEALISTIC FOOL!

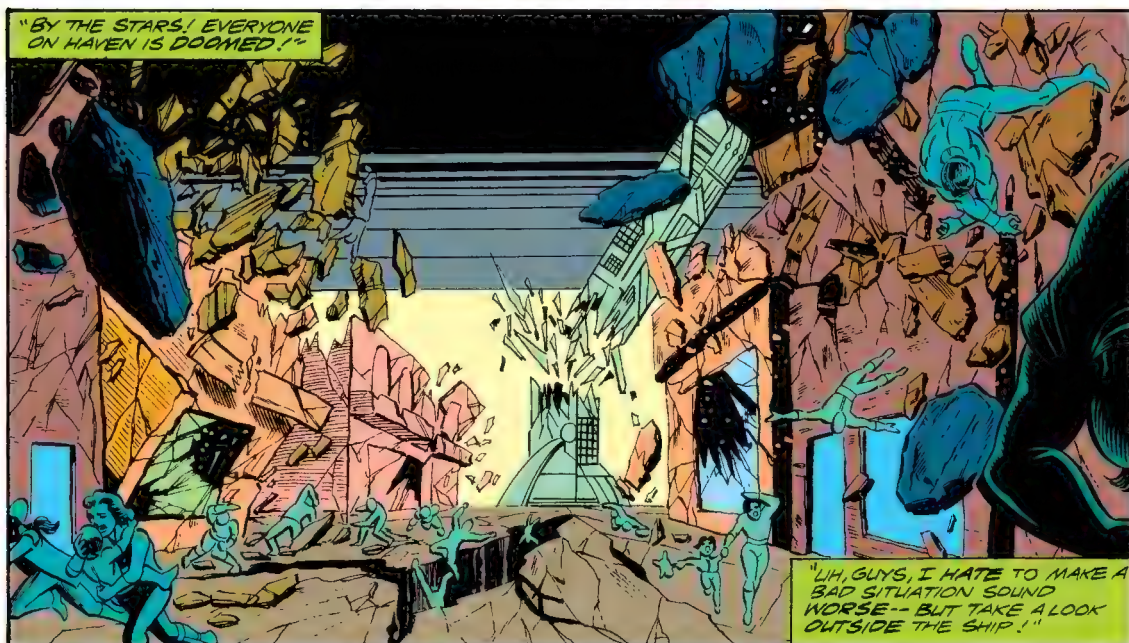
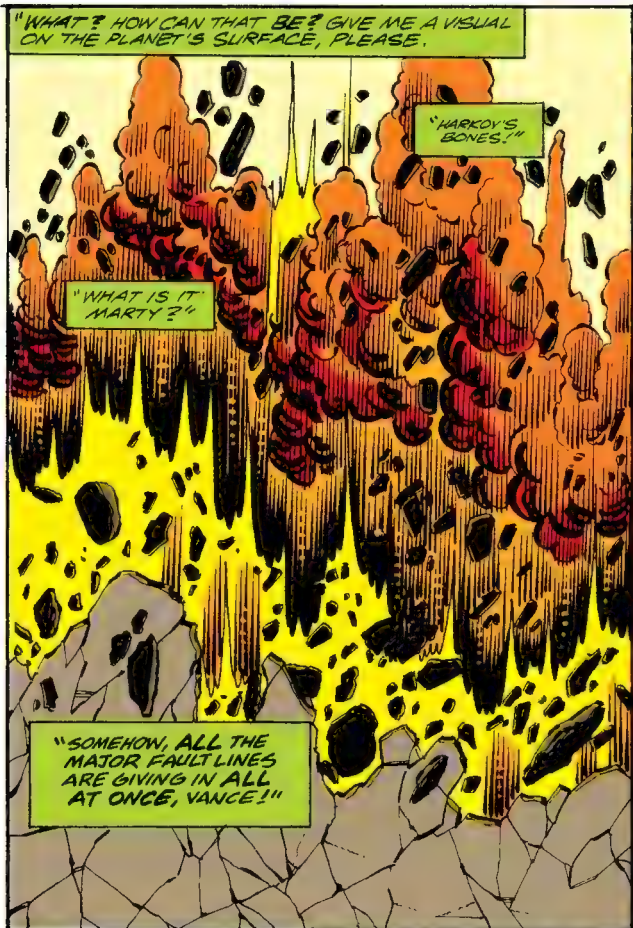
YOU WILL HAVE NOTHING!

RELEASE THE VOLCANIC RESTRAINTS!

BUT, RANCOR, WITHOUT THOSE RESTRAINTS, THE WORLD WILL EXPLODE IN FIVE MINUTES!









IT'S THE PHOENIX!

OH, MY LORD!
IT'S GROWN TO
PLANETARY
PROPORTIONS!

LOOK! IT'S
EATING THE
PLANET EVEN
AS IT
EXPLODES!

PREPARE
FOR
SHOCKWA--

KRAATHOOM

THE GUARDIANS OF THE GALAXY
STAND TRANSFIXED IN HORROR
AS A WORLD DIES RIGHT
BEFORE THEIR EYES!

THEY WATCH HELPLESSLY AS THE GIANT BIRD OF FIRE CONSUMES THE LAST OF THE PLANETARY DEBRIS...



... AND THEN, ITS ENORMOUS HUNGER SATIATED...



... FLIES OFF INTO THE COLD DARKNESS OF DEEP SPACE.



THE WHOLE PLANET-- GONE!

ALL THOSE PEOPLE...

... AND ALL WE COULD DO WAS... WATCH.



STAKAR WAS ON THAT WORLD...

...NOT EVEN HE COULD HAVE SURVIVED THAT!

NO, GODDESS. THE ONE WHO KNOWS IS NOT GONE.

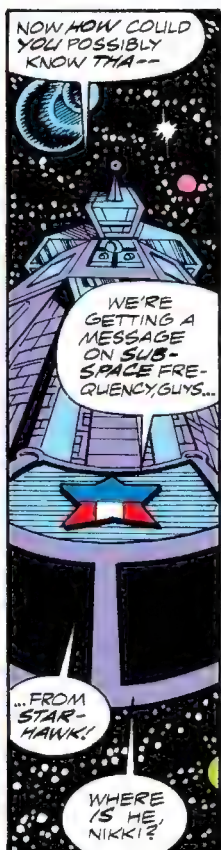


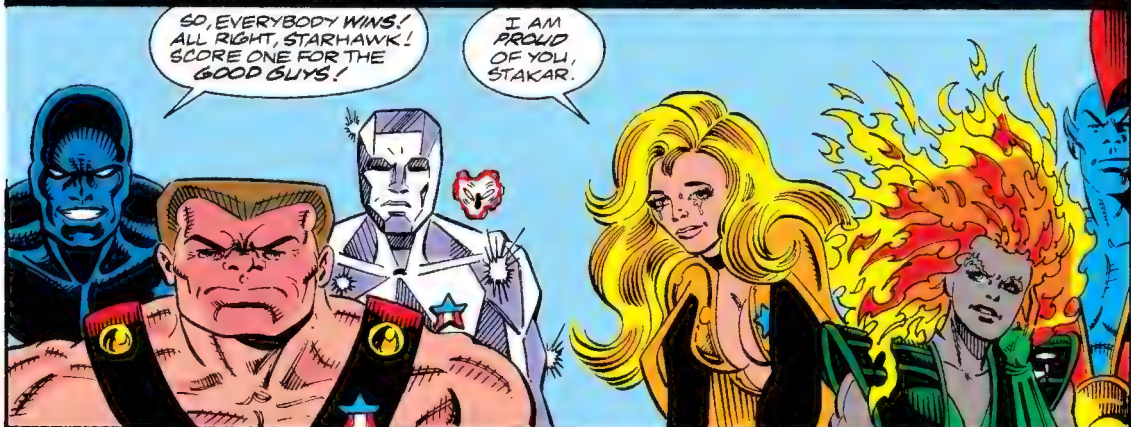
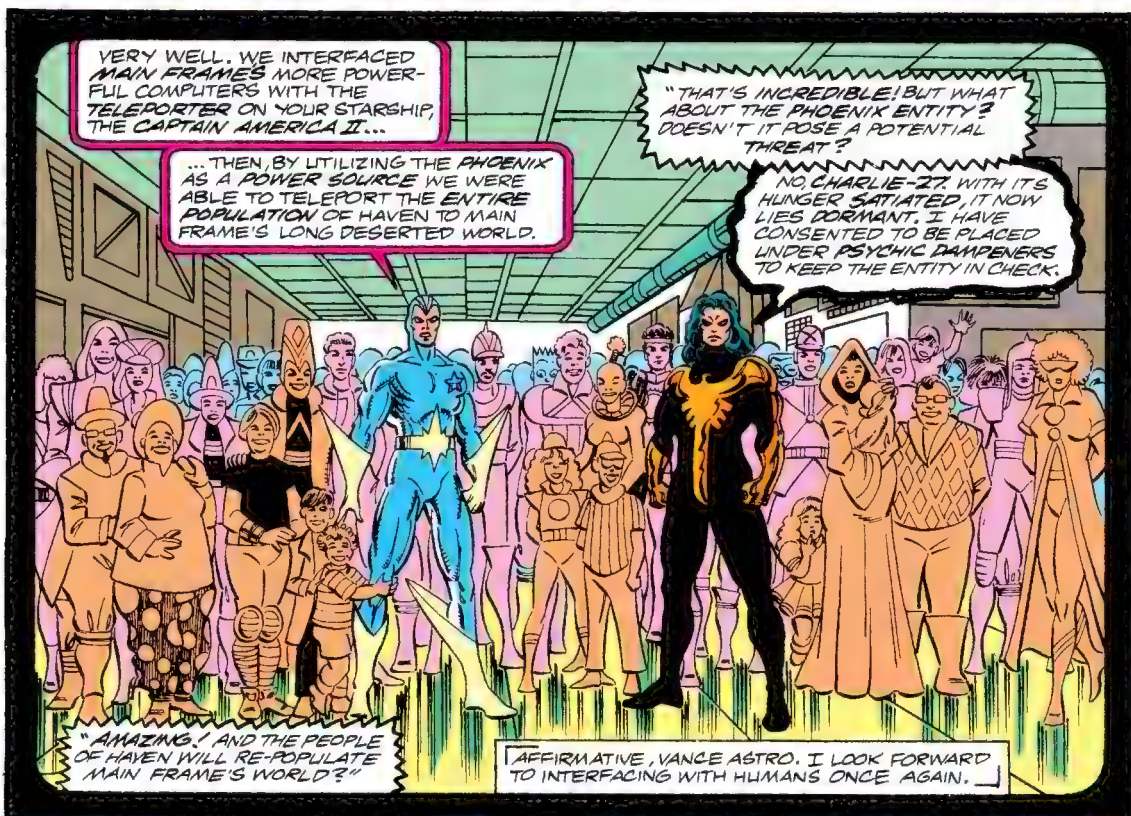
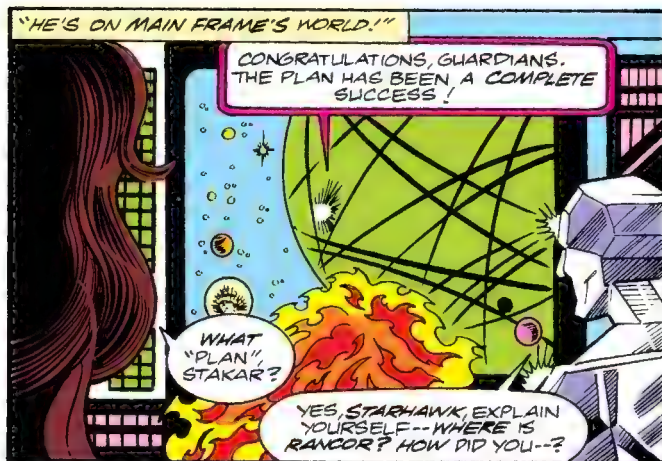
NOW HOW COULD YOU POSSIBLY KNOW THAT--

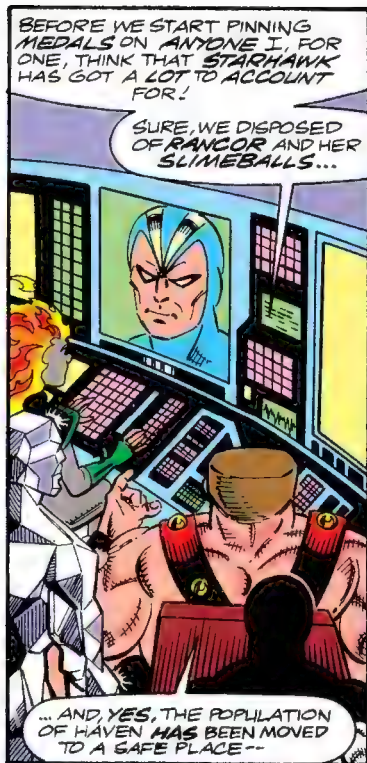
WE'RE GETTING A MESSAGE ON SUB-SPACE FREQUENCY, GUYS...

...FROM STAR-HAWK!

WHERE IS HE, NIKKI?









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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY

YOU'RE TOO LATE,
GUARDIANS

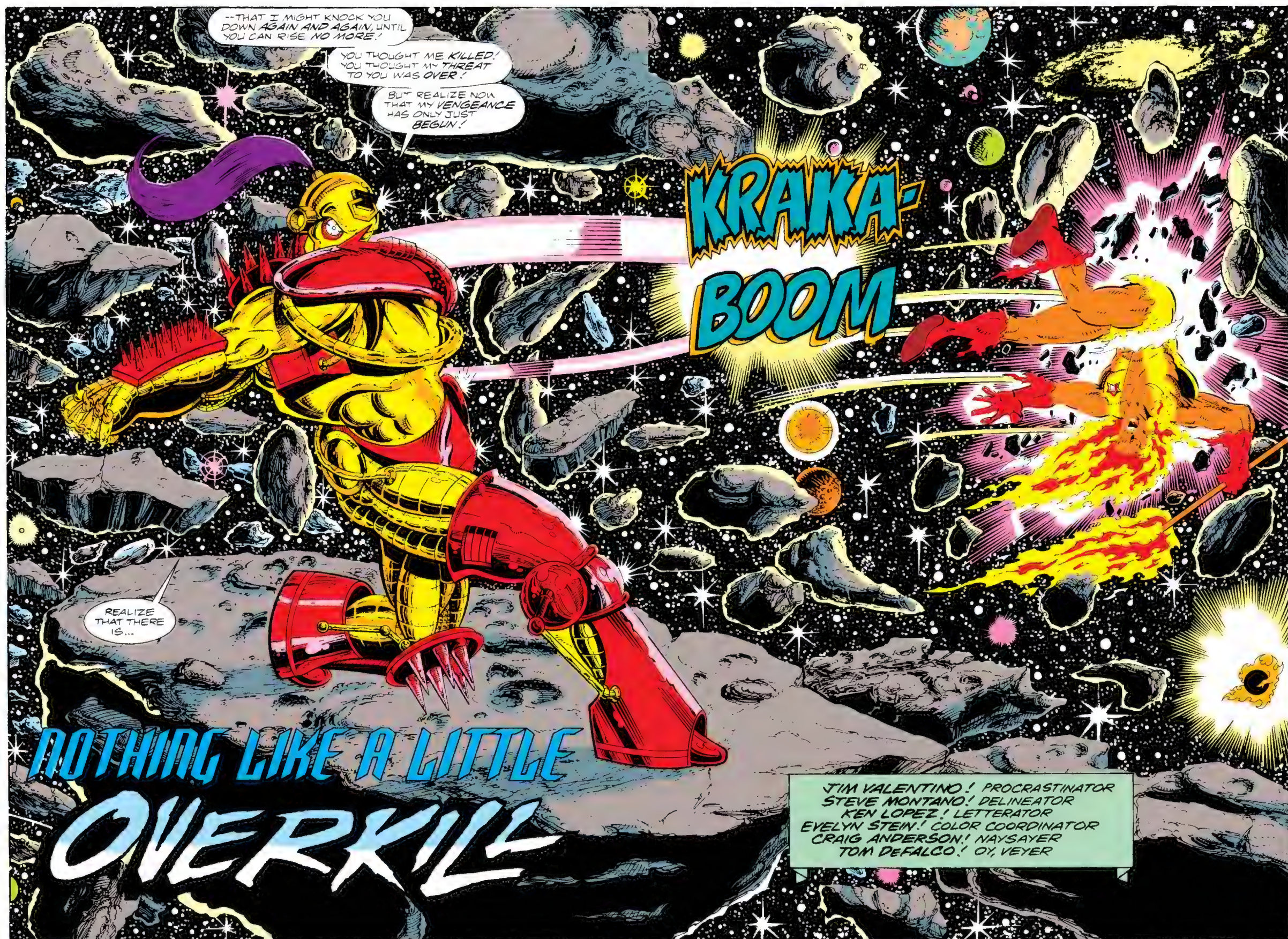
FIRELORD!
IS DEAD!



CALL HIM ... OVERKILL

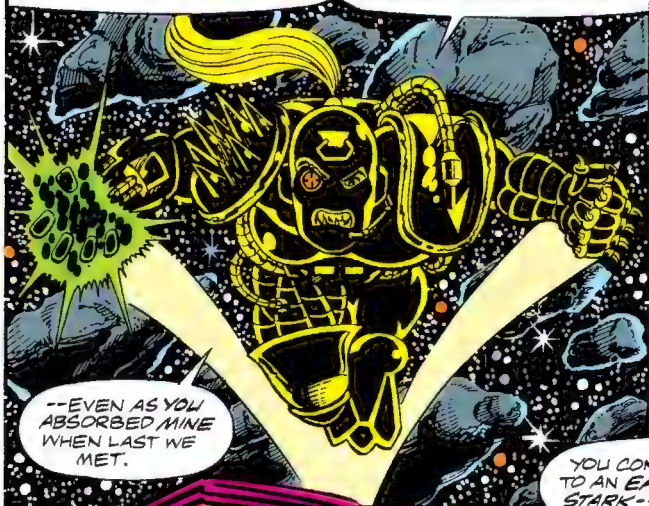
CHARLIE 27! MARTINEXI NIKKII VANCE ASTROI YONDUI ALETAI STARHAWKI SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!





DO YOU WONDER WHY YOU ARE SO WEAK, 'PROTECTOR'?

MY NEW ARMOR IS ABLE TO ABSORB YOUR ENERGIES--



--EVEN AS YOU ABSORBED MINE WHEN LAST WE MET.



WHO ARE YOU?

YOU CONTINUE TO REFER TO AN EARLIER ENCOUNTER, STARK-- YET I KNOW YOU NOT!

HOW COULD YOU NOT KNOW ME, FLAME-HAIR?

YOU ROBBED ME OF MY HONOR-- YOU COST ME MY VERY NAME...

...AND THEN YOU SET ME AFLAME!

CAN IT BE HIM? AND IF SO, HOW DID HE BECOME SO POWERFUL?

AND WHAT CHANCE WILL THE GUARDIANS OF THE GALAXY HAVE AGAINST HIM?

HAVE I DOOMED THEM AS WELL?

AND, SPEAKING OF THE GUARDIANS...

FIRELORD'S SIGNAL
HAS STOPPED!*

WHAT?!

HE COULD HAVE
TURNED IT OFF,
NIKKI!

OR HE COULD
BE DEAD, LITA!

PLEASE TRY TO CALM
YOURSELF, NICHOLETTE.
WE'LL BE THERE SOON.

*THE GUARDIANS FIRST RECEIVED THE SIGNAL LAST ISH--CRAIG

BUT MAYBE
NOT SOON
ENOUGH!

OH, ALETA, I'M SO SCARED--
WHAT IF HE IS DEAD?

I LOVE HIM SO MUCH...
AND HE DOESN'T EVEN
KNOW!

I KNOW
HOW YOU
FEEL,
DEAR.

I HAVE
LOVED FROM
AFAR AS
WELL.

IF IT'S ANY CONSOLATION
TO YOU, NIKKI, I THINK WE
ALL HAVE!

SOME OF
US STILL
DO.

ARRIVING IN THE TILNAST SYSTEM
IN 2.5 STANDARD MINUTES.
PREPARE TO EXIT HYPERSPACE.

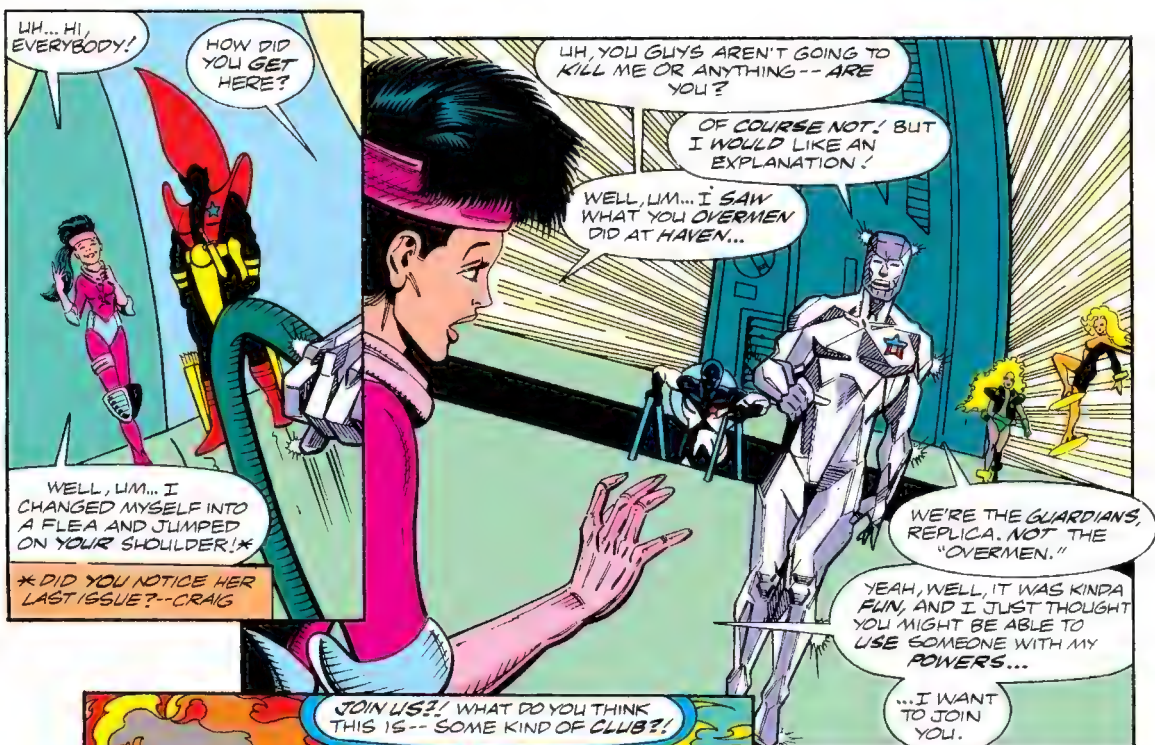
HEY!

GOT
YOU!

HEY, LET GO OF ME, BLUE!

I KNEW
IT WAS
YOU!

WHA--?
REPLICA?





WE'LL DISCUSS ALL OF THIS LATER, BUT FOR NOW, I WANT YOU TO STAY CLOSE TO ME, YOUNG LADY.

YES, SIR.



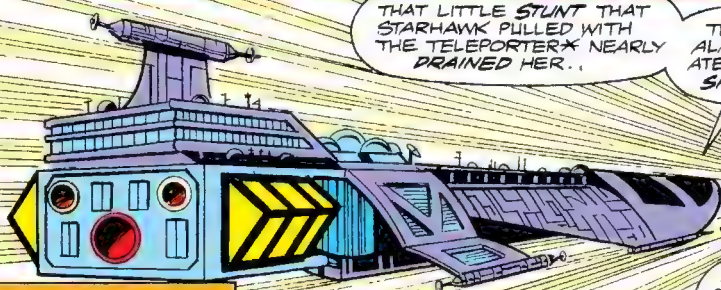
I'M CURIOUS, REPLICA. HOW DID YOU AVOID REVEALING YOURSELF WHEN HAVEN EXPLODED?*

PRACTICE... AND FAITH IN YOU OVERMEN.

HOW IS THE SHIP HOLDING UP, CHARLIE?

NOT VERY WELL, I'M AFRAID.

*LAST ISSUE--CRAIG

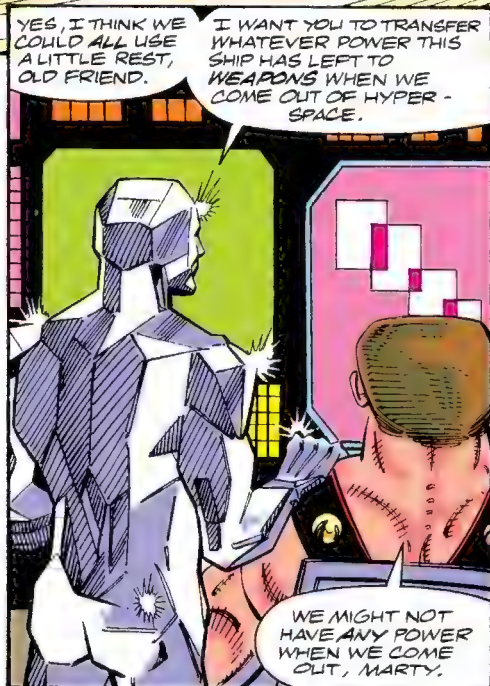


THAT LITTLE STUNT THAT STARHAWK PULLED WITH THE TELEPORTER* NEARLY DRAINED HER.

THEN JUMPING ALMOST IMMEDIATELY INTO HYPER-SPACE, WELL...

*AGAIN, LAST ISSUE. NOW AREN'T YOU SORRY YOU MISSED IT?--C.A.

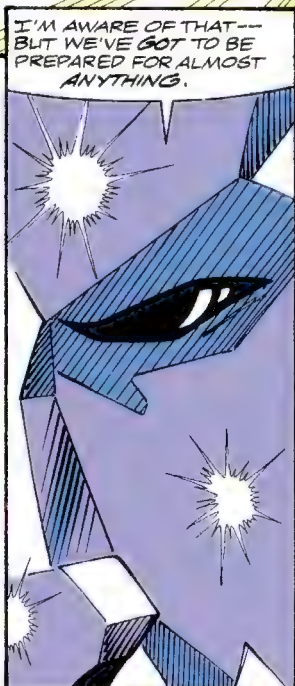
...LET'S JUST SAY THAT THIS SHIP COULD USE A REST!



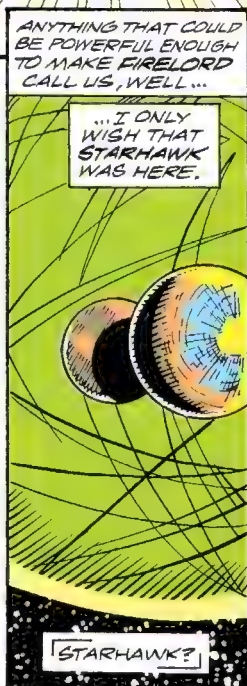
YES, I THINK WE COULD ALL USE A LITTLE REST, OLD FRIEND.

I WANT YOU TO TRANSFER WHATEVER POWER THIS SHIP HAS LEFT TO WEAPONS WHEN WE COME OUT OF HYPER-SPACE.

WE MIGHT NOT HAVE ANY POWER WHEN WE COME OUT, MARTY.



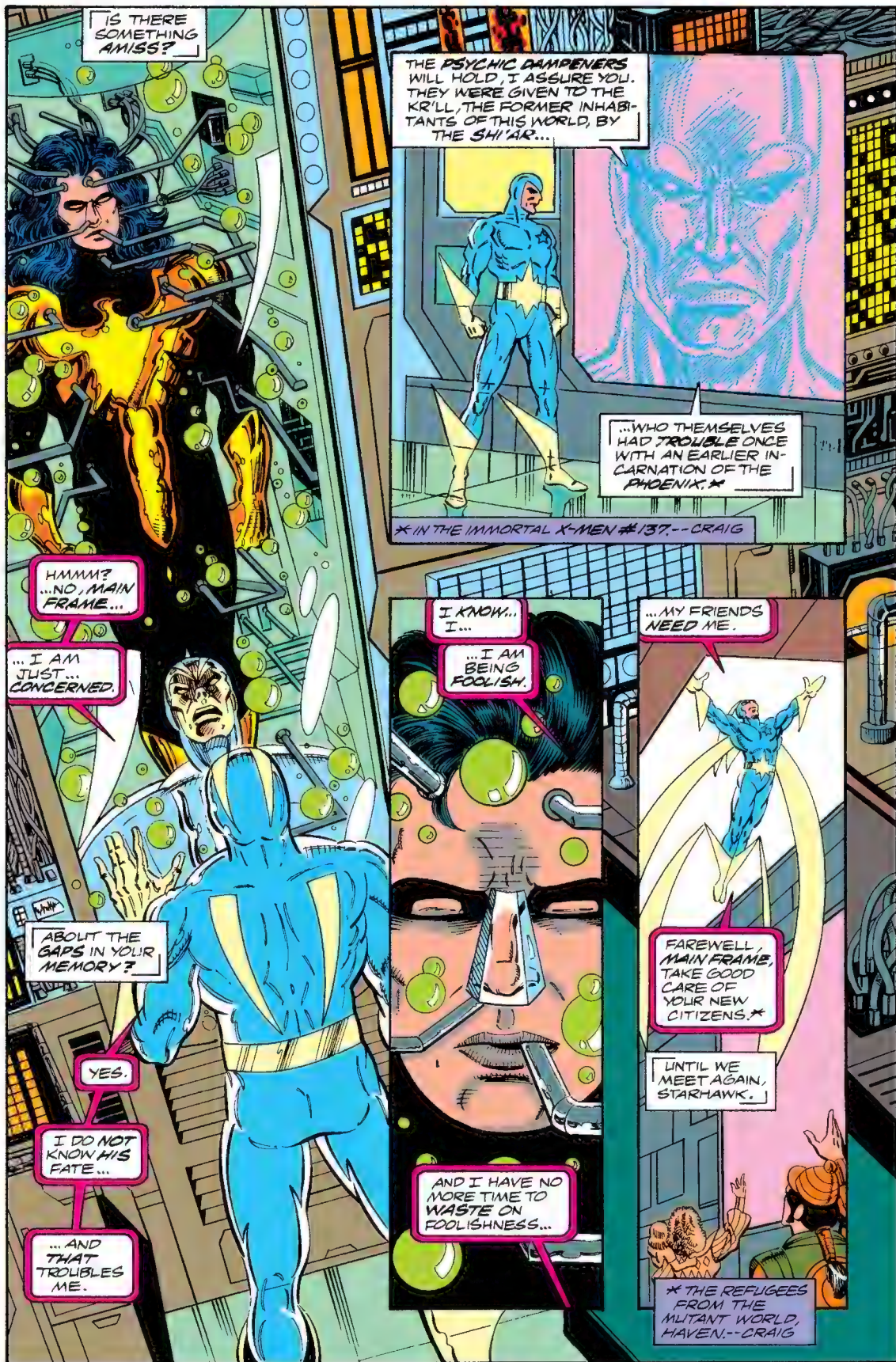
I'M AWARE OF THAT--- BUT WE'VE GOT TO BE PREPARED FOR ALMOST ANYTHING.



ANYTHING THAT COULD BE POWERFUL ENOUGH TO MAKE FIRELORD CALL US, WELL...

...I ONLY WISH THAT STARHAWK WAS HERE.

STARHAWK?



IS THERE
SOMETHING
AMISS?

THE PSYCHIC DAMPENERS
WILL HOLD, I ASSURE YOU.
THEY WERE GIVEN TO THE
KR'LL, THE FORMER INHABITANTS
OF THIS WORLD, BY
THE SHI'AR...

...WHO THEMSELVES
HAD TROUBLE ONCE
WITH AN EARLIER IN-
CARNATION OF THE
PHOENIX.*

* IN THE IMMORTAL X-MEN #137.-- CRAIG

HMMM?
...NO, MAIN
FRAME...

... I AM
JUST...
CONCERNED.

ABOUT THE
GAPS IN YOUR
MEMORY?

YES.

I DO NOT
KNOW HIS
FATE...

... AND
THAT
TROUBLES
ME.

I KNOW...
I...

... I AM
BEING
FOOLISH.

AND I HAVE NO
MORE TIME TO
WASTE ON
FOOLISHNESS...

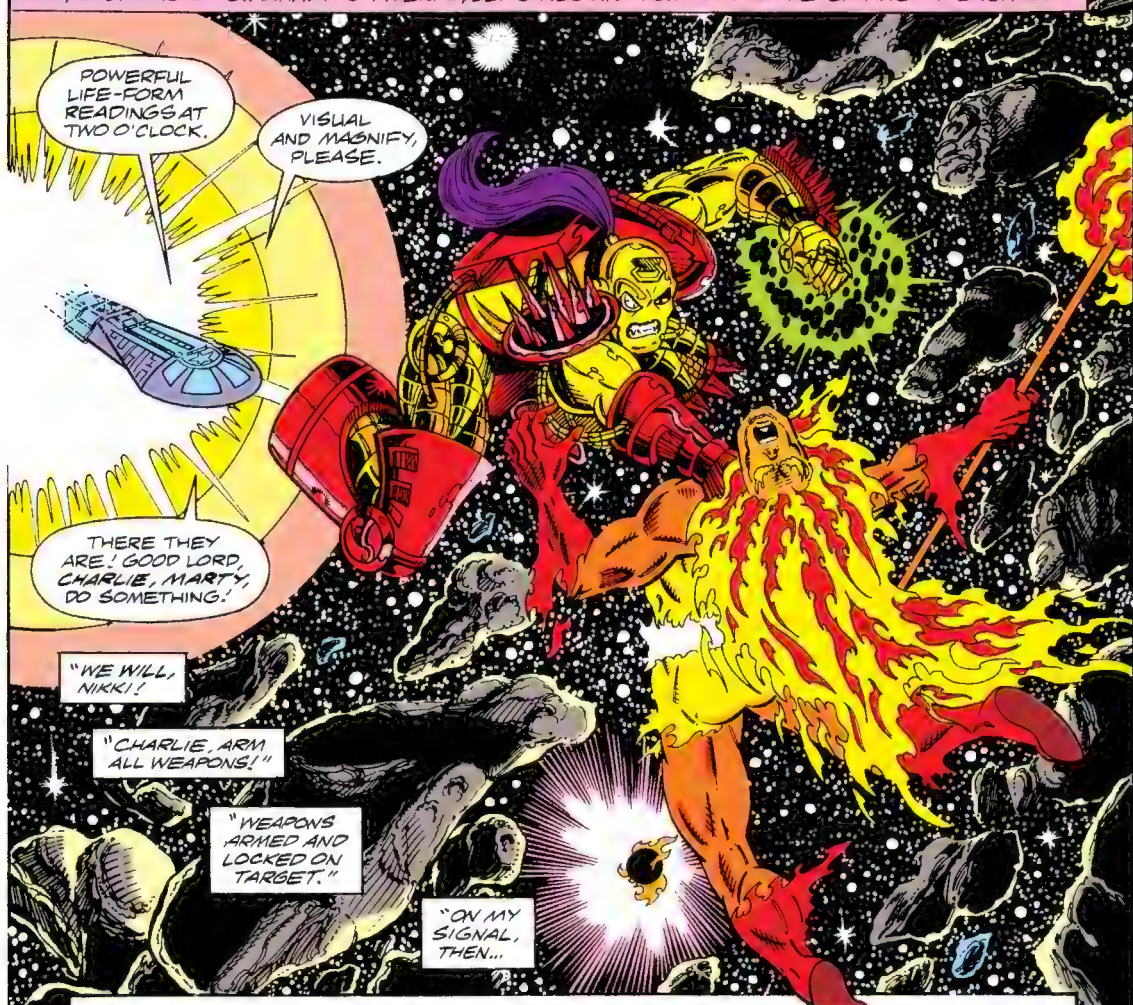
... MY FRIENDS
NEED ME.

FAREWELL,
MAIN FRAME,
TAKE GOOD
CARE OF
YOUR NEW
CITIZENS.*

UNTIL WE
MEET AGAIN,
STARHAWK.]

* THE REFUGEES
FROM THE
MUTANT WORLD,
HAVEN.-- CRAIG

AND, SPEAKING OF STARHAWK'S FRIENDS, LET'S REJOIN THEM AS THEY'RE EXITING HYPERSPACE...



POWERFUL
LIFE-FORM
READINGS AT
TWO O'CLOCK.

VISUAL
AND MAGNIFY,
PLEASE.

THERE THEY
ARE! GOOD LORD,
CHARLIE, MARTY,
DO SOMETHING!

"WE WILL,
NIKKI!"

"CHARLIE, ARM
ALL WEAPONS!"

"WEAPONS
ARMED AND
LOCKED ON
TARGET."

"ON MY
SIGNAL,
THEN..."

NEARBY... HIGH SISTER,
WE HAVE VISUAL
CONFIRMATION OF A STARK
BATTLE CRUISER ENTERING
THIS SPACE SECTOR--

IT HAS BEEN
IDENTIFIED AS
THE ONE
STOLEN ON
PLANET
COURG!*

* ISSUE #4-- FOOTNOTE--
HAPPY-CRAIG

WE SHALL EITHER
RECAPTURE OR--

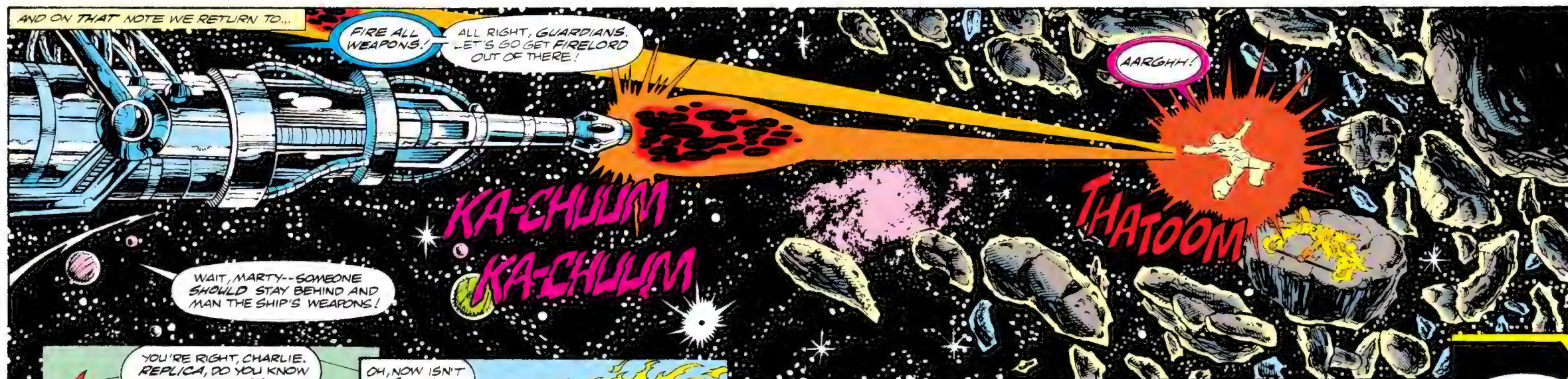
NO! DO NOT
ENGAGE THAT
SHIP!

UNDER NO
CIRCUMSTANCES
ARE YOU TO
REVEAL YOUR
POSITION!

BUT, HIGH SISTER--

DO AS I
COMMAND!
SEND YOUR BEST
ESPIONAGE AGENT
OVER THERE.

THAT SHIP HOLDS
THE KEY TO MY
REVENGE AGAINST
THE ALIENS!



AND ON THAT NOTE WE RETURN TO...

FIRE ALL WEAPONS!

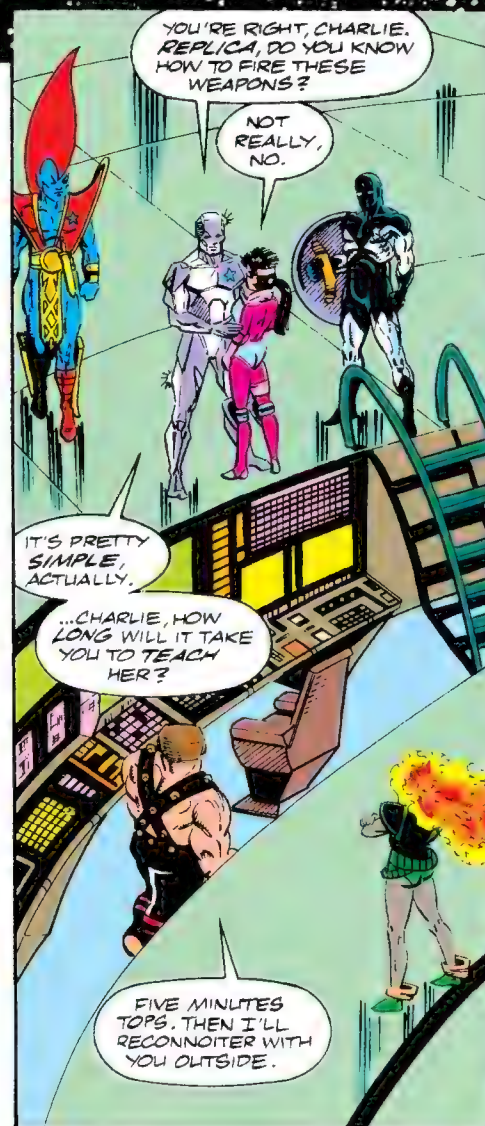
ALL RIGHT, GUARDIANS. LET'S GO GET FIRELORD OUT OF THERE!

AARGHH!

KA-CHULUM
KA-CHULUM

THATOOM

WAIT, MARTY-- SOMEONE SHOULD STAY BEHIND AND MAN THE SHIP'S WEAPONS!



YOU'RE RIGHT, CHARLIE. REPLICAS, DO YOU KNOW HOW TO FIRE THESE WEAPONS?

NOT REALLY, NO.

OH, NOW ISN'T THIS JUST GREAT!

YOU'RE GOING TO LEAVE OUR LIVES, MAYBE EVEN THE SUCCESS OF THE WHOLE MISSION-- IN THE HANDS OF A KID?!!

IT'S PRETTY SIMPLE, ACTUALLY.

...CHARLIE, HOW LONG WILL IT TAKE YOU TO TEACH HER?

FIVE MINUTES TOPS. THEN I'LL RECONNOITER WITH YOU OUTSIDE.



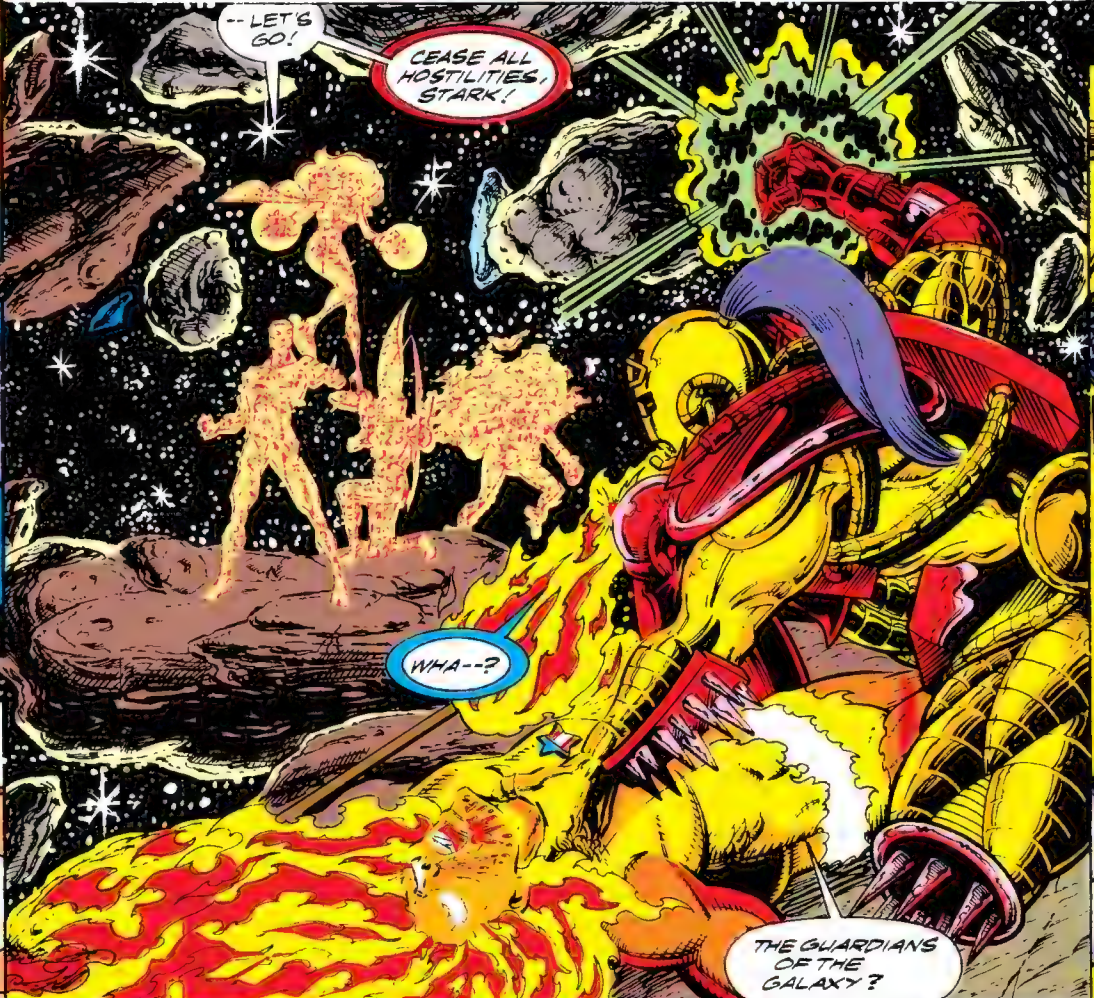
MAY I REMIND YOU THAT YOU WERE BARELY OLDER THAN HER WHEN YOU FIRST JOINED US?

DON'T PATRONIZE ME, MARTY.

THEN QUIT LETTING YOUR PERSONAL FEELINGS GET IN THE WAY OF YOUR PROFESSIONAL DUTIES!

C'MON, EVERYONE GET INTO YOUR TRANS SUITS * AND--

* THE GUARDIANS' BATTLE-READY TRANSPARENT SPACE SUITS.



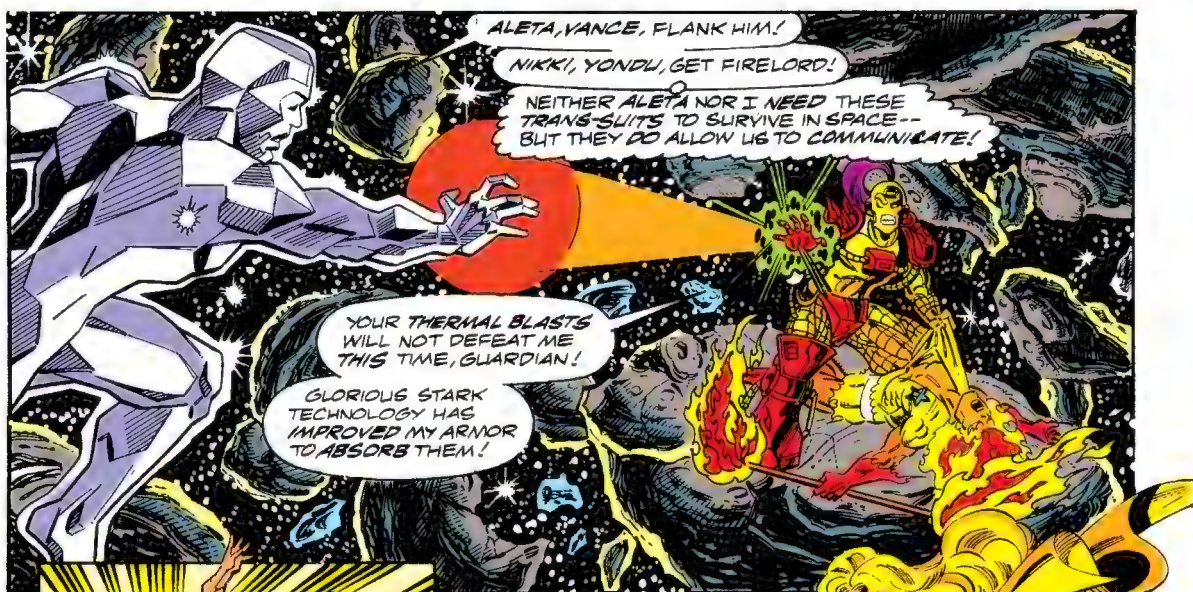
--LET'S GO!

CEASE ALL HOSTILITIES, STARK!

WHA--?

THE GUARDIANS OF THE GALAXY?

WHAT A DELIGHTFUL SURPRISE!



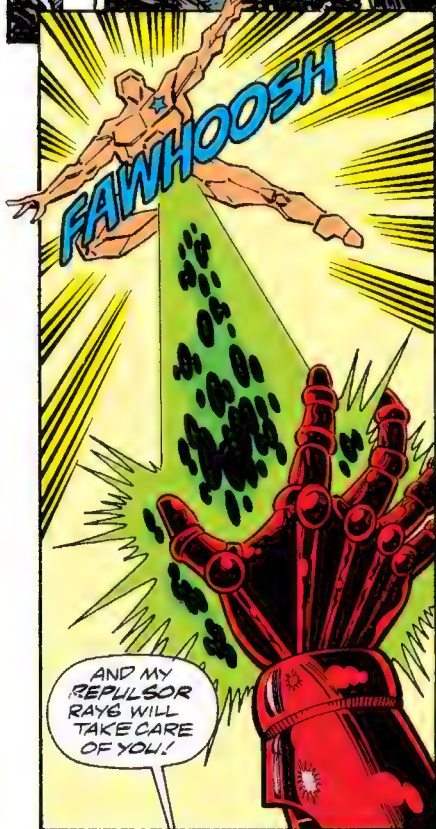
ALETA, VANCE, FLANK HIM!

NIKKI, YONDU, GET FIRELORD!

NEITHER ALETA NOR I NEED THESE TRANS-SUITS TO SURVIVE IN SPACE-- BUT THEY DO ALLOW US TO COMMUNICATE!

YOUR THERMAL BLASTS WILL NOT DEFEAT ME THIS TIME, GUARDIAN!

GLORIOUS STARK TECHNOLOGY HAS IMPROVED MY ARMOR TO ABSORB THEM!

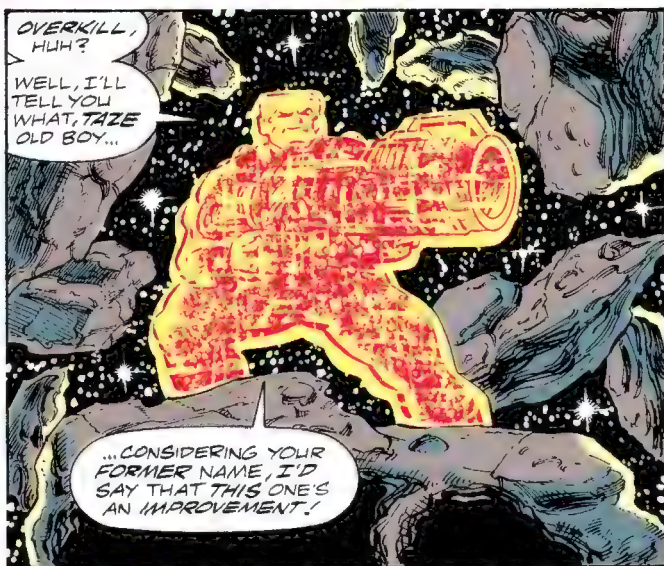
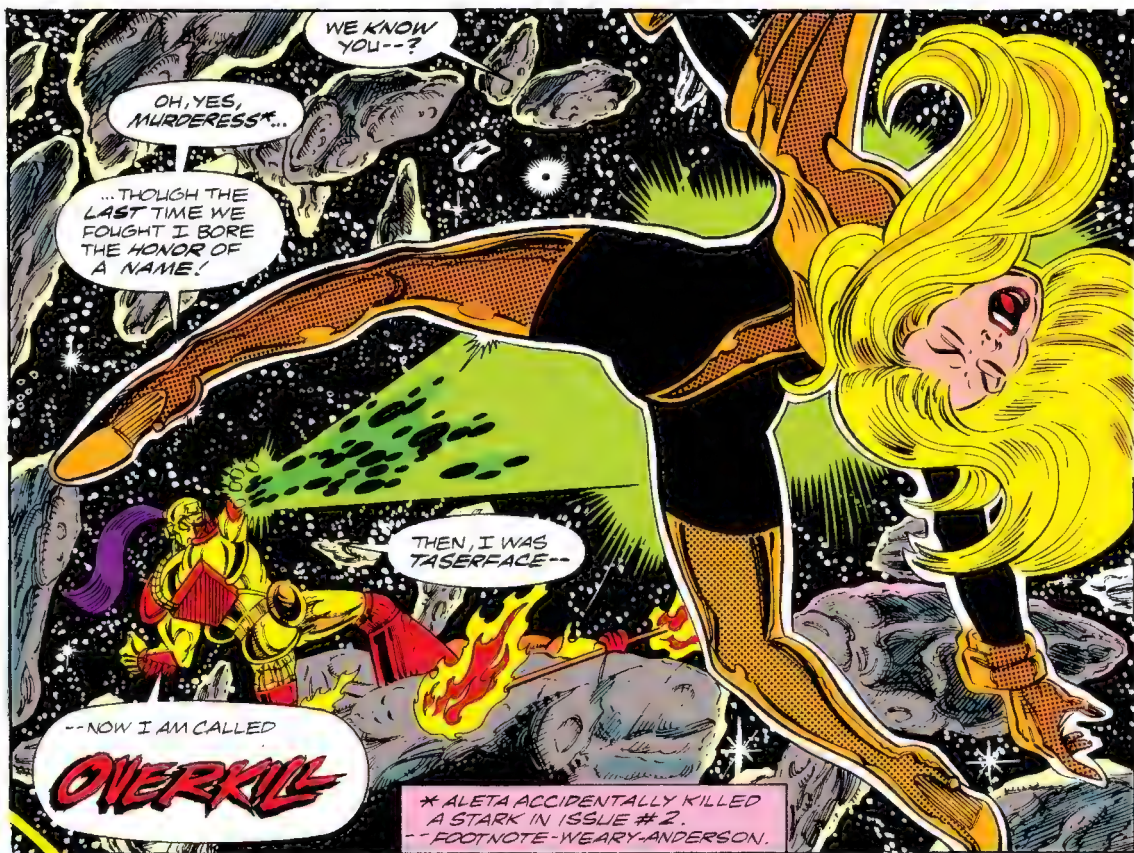


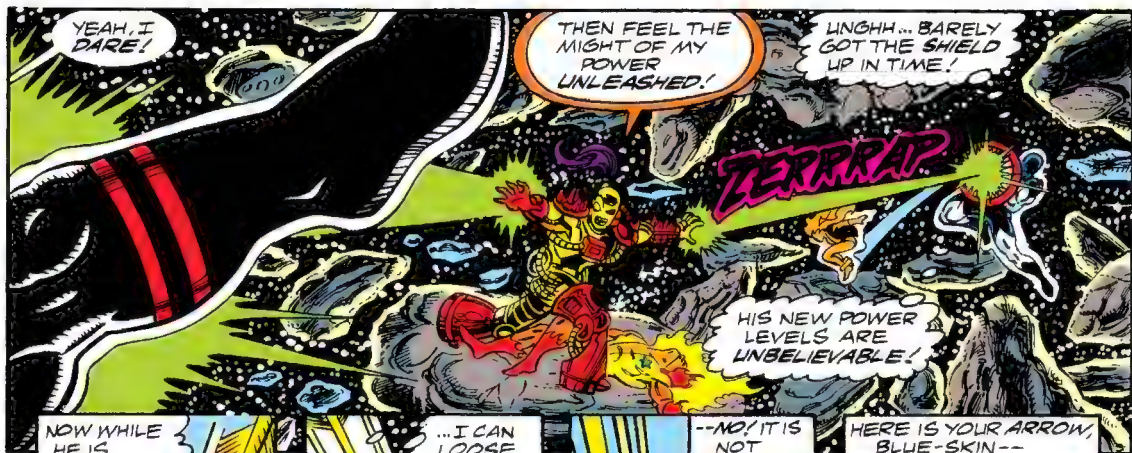
AND MY REPUSSOR RAYS WILL TAKE CARE OF YOU!

LET'S SEE HOW WELL YOUR REPUSSORS DO WHEN THEY'RE EN-CASED IN SOLID LIGHT, STARK!

FOOL!

I AM INFINITELY MORE POWERFUL THAN WHEN LAST WE MET!





YEAH, I DARE!

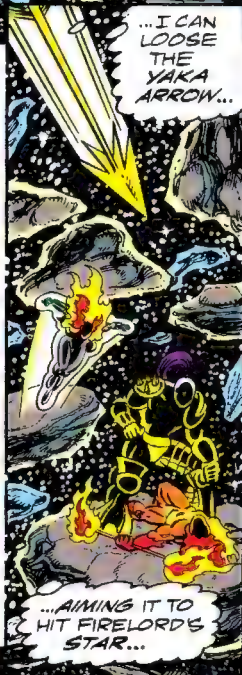
THEN FEEL THE MIGHT OF MY POWER UNLEASHED!

UNGH... BARELY GOT THE SHIELD UP IN TIME!

HIS NEW POWER LEVELS ARE UNBELIEVABLE!



NOW WHILE HE IS DISTRACTED WITH THE OTHERS...



...I CAN LOOSE THE YAKA ARROW...

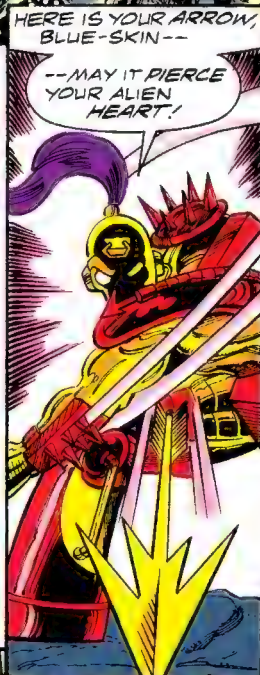
...AIMING IT TO HIT FIRELORD'S STAR...



--NO! IT IS NOT POSSIBLE!

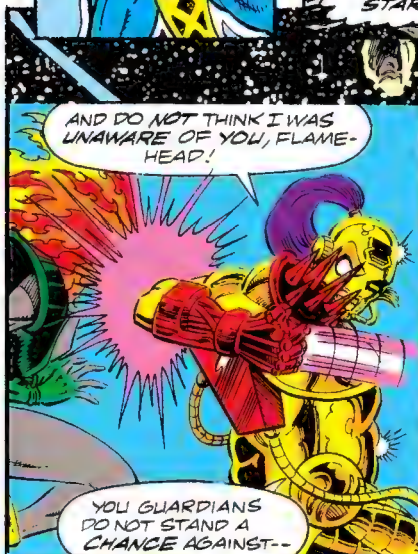
...WITHOUT CAUSING INJURY TO HI--

NOTHING CAN MOVE THAT FAST!



HERE IS YOUR ARROW, BLUE-SKIN--

--MAY IT PIERCE YOUR ALIEN HEART!



AND DO NOT THINK I WAS UNAWARE OF YOU, FLAME-HEAD!

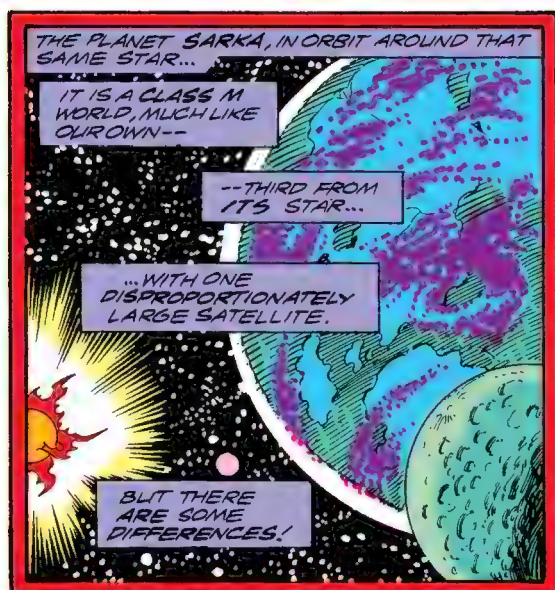
YOU GUARDIANS DO NOT STAND A CHANCE AGAINST--

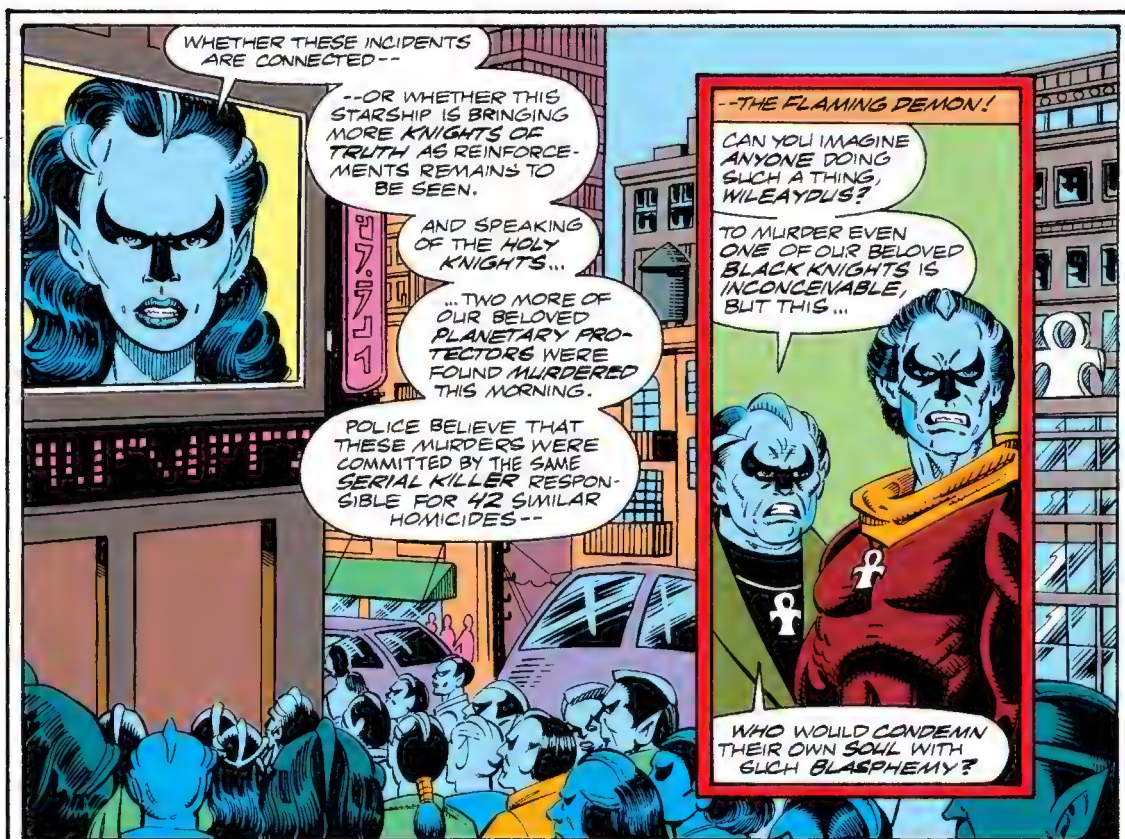


NIKKI...

--WHAT?!

IT'S STAKAR! HE GOT FIRELORD! BUT WHERE IS HE GOING WITH HIM?





WHETHER THESE INCIDENTS
ARE CONNECTED--

--OR WHETHER THIS
STARSHIP IS BRINGING
MORE KNIGHTS OF
TRUTH AS REINFORCE-
MENTS REMAINS TO
BE SEEN.

AND SPEAKING
OF THE HOLY
KNIGHTS...

...TWO MORE OF
OUR BELOVED
PLANETARY PRO-
TECTORS WERE
FOUND MURDERED
THIS MORNING.

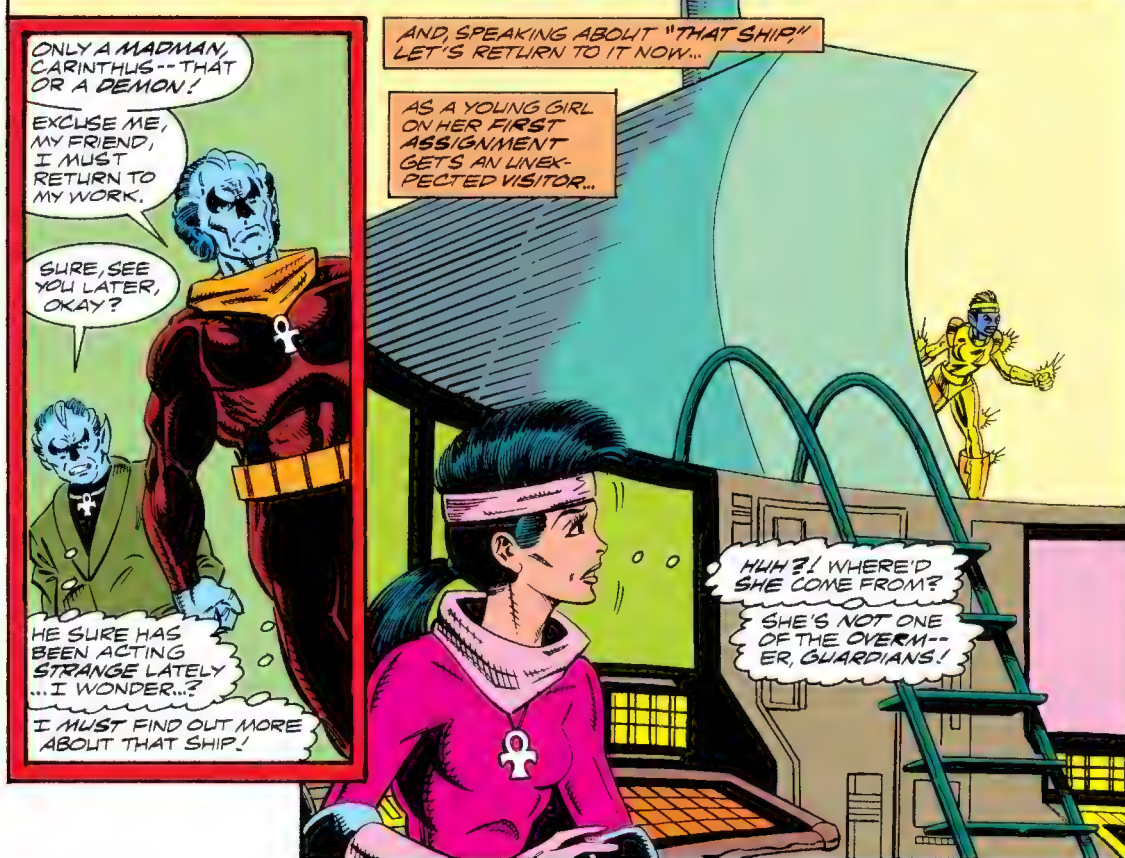
POLICE BELIEVE THAT
THESE MURDERS WERE
COMMITTED BY THE SAME
SERIAL KILLER RESPON-
SIBLE FOR 42 SIMILAR
HOMICIDES--

--THE FLAMING DEMON!

CAN YOU IMAGINE
ANYONE DOING
SUCH A THING,
WILEYPLUS?

TO MURDER EVEN
ONE OF OUR BELOVED
BLACK KNIGHTS IS
INCONCEIVABLE,
BUT THIS ...

WHO WOULD CONDEMN
THEIR OWN SOUL WITH
SUCH BLASPHEMY?



ONLY A MADMAN,
CARINTHUS--THAT
OR A DEMON!

EXCUSE ME,
MY FRIEND,
I MUST
RETURN TO
MY WORK.

SURE, SEE
YOU LATER,
OKAY?

HE SURE HAS
BEEN ACTING
STRANGE LATELY
...I WONDER...?

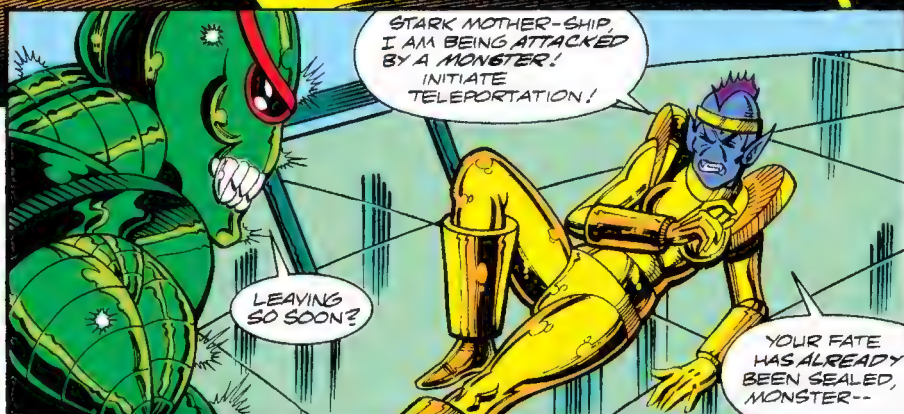
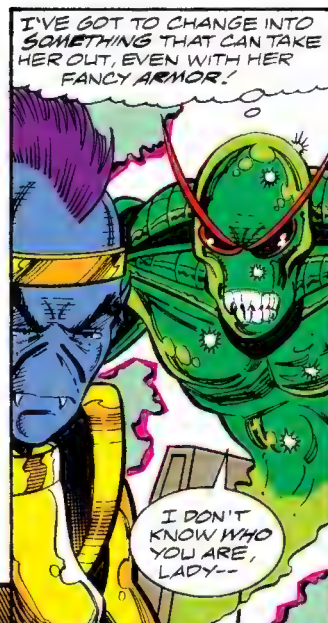
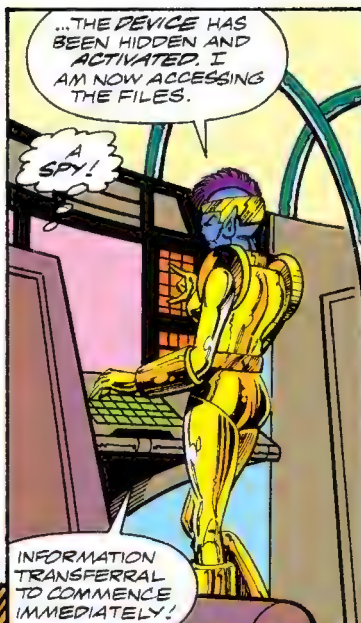
I MUST FIND OUT MORE
ABOUT THAT SHIP!

AND, SPEAKING ABOUT "THAT SHIP"
LET'S RETURN TO IT NOW...

AS A YOUNG GIRL
ON HER FIRST
ASSIGNMENT
GETS AN UNEX-
PECTED VISITOR...

HUH?! WHERE'D
SHE COME FROM?

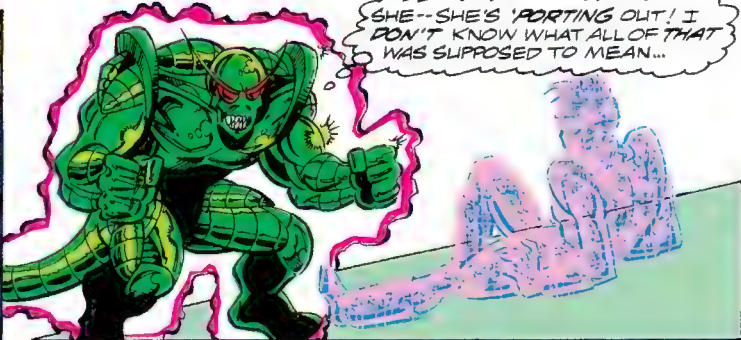
SHE'S NOT ONE
OF THE OVERM--
ER, GUARDIANS!



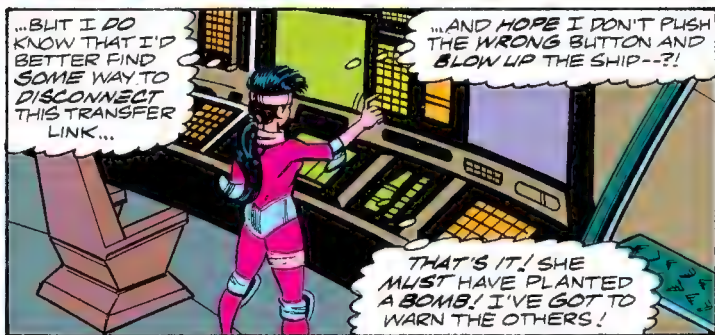


--YOU AND THE GUARDIANS ARE DOOMED!!

WE WILL BE AVENGED!!



SHE--SHE'S 'PORTING OUT! I DON'T KNOW WHAT ALL OF THAT WAS SUPPOSED TO MEAN...



...BUT I DO KNOW THAT I'D BETTER FIND SOME WAY TO DISCONNECT THIS TRANSFER LINK...

...AND HOPE I DON'T PUSH THE WRONG BUTTON AND BLOW UP THE SHIP--?!

THAT'S IT! SHE MUST HAVE PLANTED A BOMB! I'VE GOT TO WARN THE OTHERS!

AND, AS REPLICA, EYES CLOSED, DEPRESSES A BUTTON--THE GUARDIANS' MOST POWERFUL MEMBER RE-ENTERS THE FRAY!



STARHAWK!! YOU KILLED HIM, YOU DIRTY--

NIKKI, PLEASE!

LISTEN TO HIM, LITTLE FLOWER--

WHA--?!

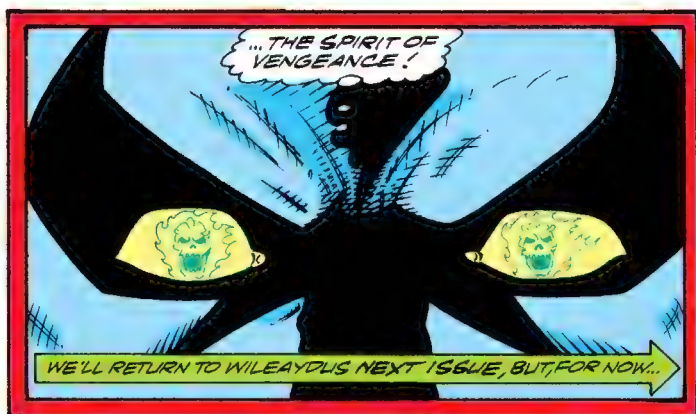
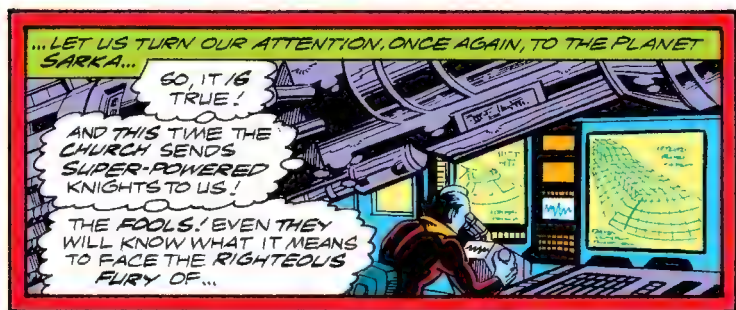
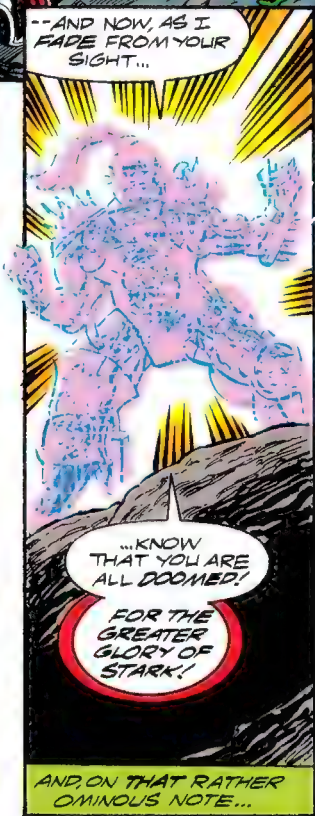
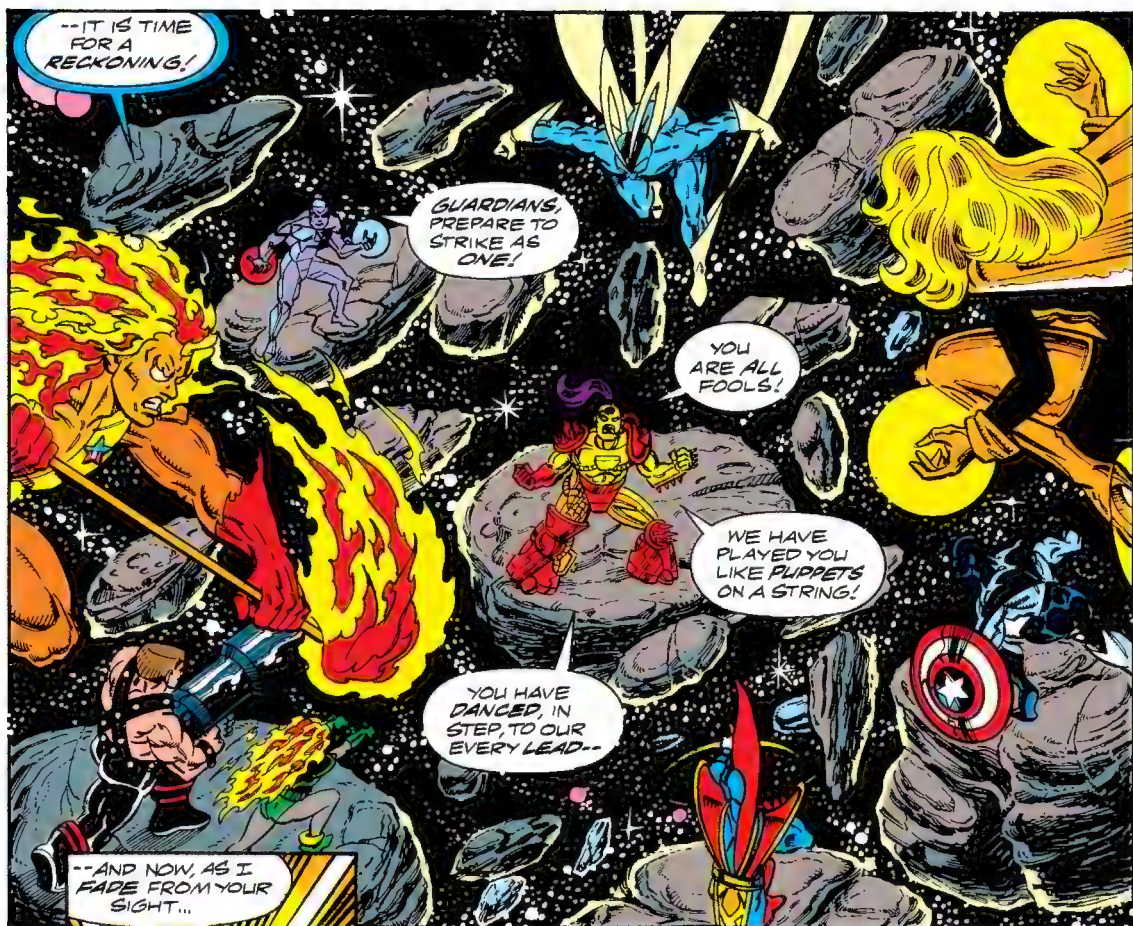
FIRELORD IS NOT DEAD!

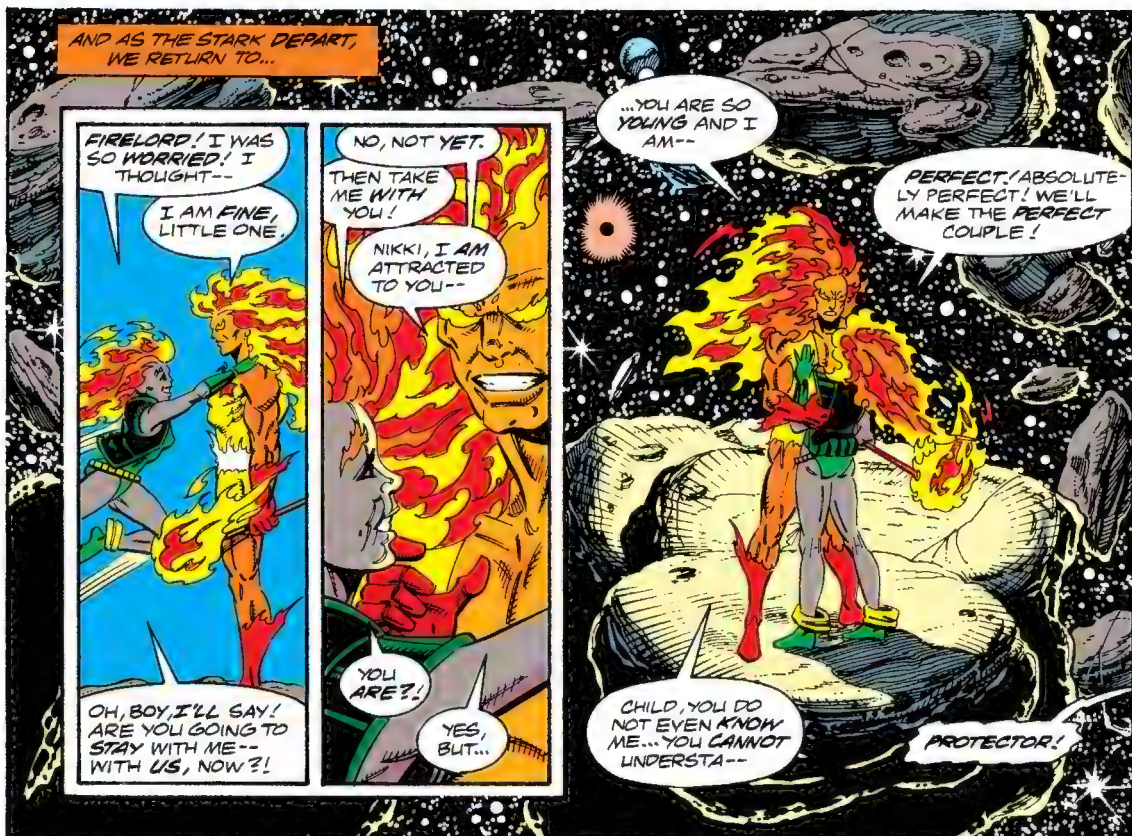
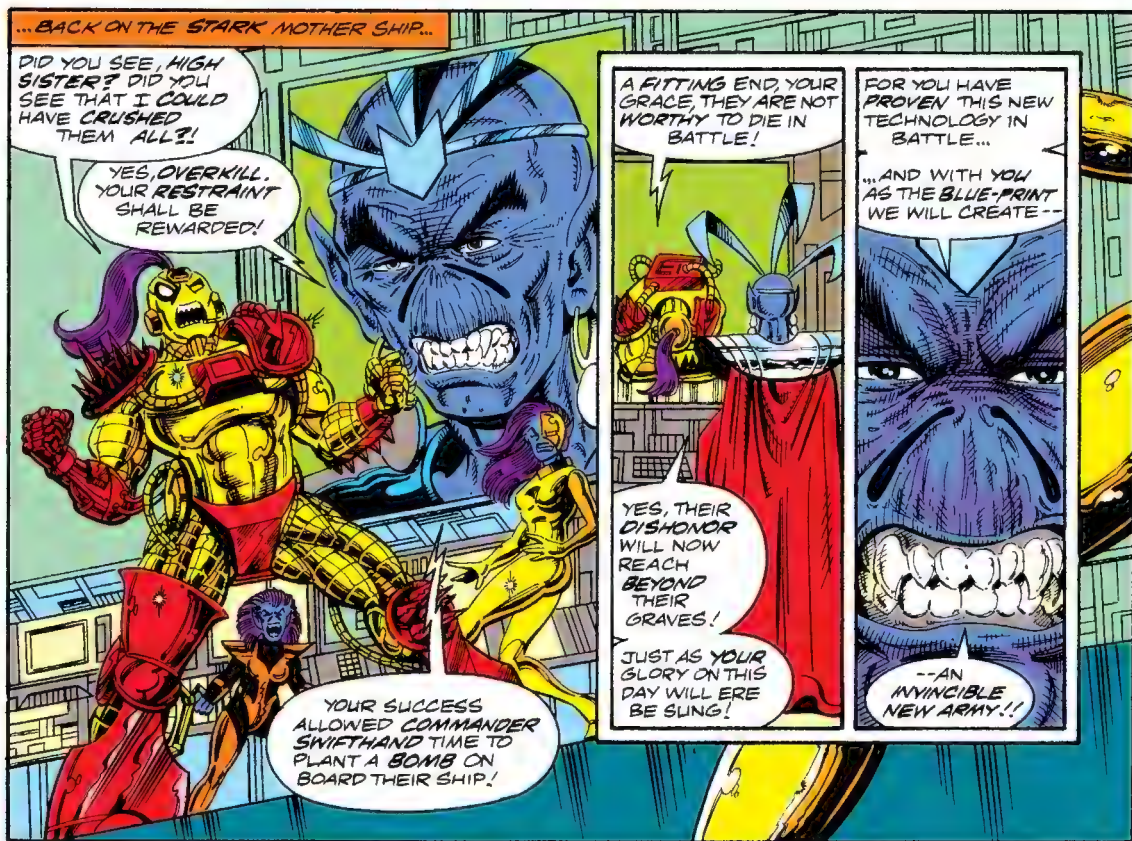


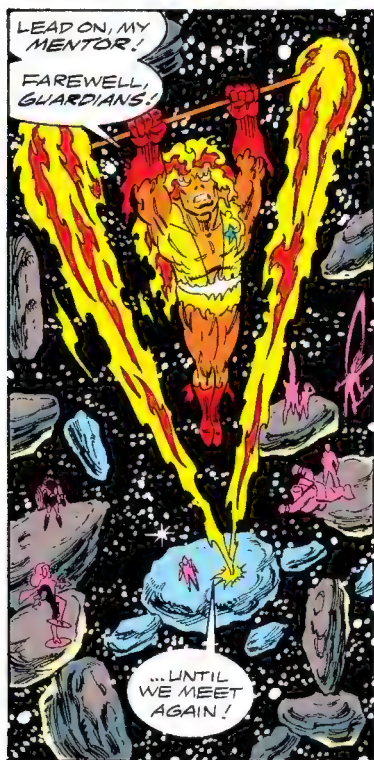
HE KNEW THAT THE STAR WOULD REPLENISH MY DEPLETED ENERGIES!

AND NOW THAT I AM, ONCE AGAIN, AT FULL POWER--

-- AND WITH THE GUARDIANS OF THE GALAXY BESIDE ME--









THE MOST UNEXPECTED GUEST STAR YET --

GHOST RIDER?!? 'NLIFF SAID!

(TELL A FRIEND!)

NEXT

RIM
COPY

YELLOW TS

TRIM
COPY

BLACK TS

BLUE TS

COPY
TRIM



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EXPLORE THE MARVEL UNIVERSE[®] IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY[™]



CALL HIM... OVERKILL

COPY
RIM

RED TS

FOLD

COPY

TITLE
NO.
MONTH

SCHEDULE

ARTIST

COPY
TRIM

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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY

IS THIS THE
**GHOST
RIDER**
OF THE FUTURE?



VALENTINO AND MONTANO

CHARLIE 271 MARTINEXI NIKKII VANCE ASTROI YONDUI ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

THE U.S.S. CAPTAIN AMERICA II IDLES IN THE ASTEROID BELT IN THE STAR SYSTEM, TILNAST.

WHILE SOME MEMBERS OF THE GUARDIANS OF THE GALAXY SEARCH FOR A BOMB THEY BELIEVE PLANTED BY THE STARK**.

...OTHERS SEARCH FOR THEMSELVES! CASE IN POINT: MAJOR VANCE ASTRO!

MISSED AGAIN! I DON'T KNOW IF I'LL EVER GET THIS RIGHT!

I DON'T KNOW THAT I'LL EVER MEASURE UP TO THE MAN THAT CAPTAIN AMERICA WAS!

AW, C'MON, VANCE, DON'T BE SO HARD ON YOURSELF...

...IT TOOK STEVE ROGERS YEARS TO PERFECT HIS SKILL--HOW CAN I HOPE TO DO IT IN A MATTER OF WEEKS?！**

PARTICULARLY WEEKS LIKE THE ONES WE'VE HAD LATELY!

SPIRIT OF VENGEANCE

* LAST ISH.
** SINCE
ISSUE #6.
-- CRAIG

STEVE MONTANO	CRAIG ANDERSON
INKED IT ON A DARE!	EDITED IT WITH CARE!
KEN LOPEZ	TOM DEFALCO
LETTERED IT IN HIS LAIR!	APPROVED IT WITH A GLARE!
EVELYN STEIN	JIM VALENTINO
COLORS IT WITH FLARE!	HASN'T GOT A PRAYER!

FIRST, WE GO TO THE PLANET *HAVEN*-- THE FABLED *LOST COLONY* OF FREE EARTHMEN...

...TO *FINALLY* COMPLETE OUR *ONLY* MISSION LEFT UNDONE-- OUR *FIRST*!

SURE, IT WAS *TOO LATE* TO BRING THEM *BACK* TO EARTH WITH US TO DEFEAT THE *BADOON*-- THAT WAS DONE *YEARS AGO**!

BUT WE *DID* HOPE TO ESTABLISH *CONTACT* WITH THEM--

--AND, BOY, DID WE HAVE *CONTACT*!

END PROGRAM *C-5*--INITIATE PROGRAM *C-4*.

NOT ONLY DID WE WIND UP *LIBERATING* THE WHOLE PLANET FROM THE OPPRESSIVE REGIME OF *RANCOR*...

...AND HER *MUTANT* LIEUTENANTS, THE *NINE*...

...BUT WE ALSO PICKED UP A POTENTIAL *NEW GUARDIAN* IN THE YOUNG GIRL, *REPLICA*, WHO STOWED AWAY ON OUR SHIP!

*WAY BACK IN *MARVEL PRESENTS #3*.
--ARCHAEOLOGICAL ANDERSON

AND, WE MANAGED TO UNLEASH THE *PHOENIX ENTITY* INTO THE UNIVERSE AGAIN!

I SURE HOPE THAT *MAIN FRAME* IS ABLE TO *CONTAIN* IT LIKE HE SAID HE COULD!

THEN, NO SOONER WERE WE DONE WITH ALL OF *THAT* THEN WE HAD TO GO SAVE OUR OCCASIONAL MEMBER, *FIRELORD*, FROM *OVERKILL*!*

NOW THAT WAS AN EXERCISE IN *FRUSTRATION*!

*IT ALL HAPPENED IN ISSUES 9-12--CRAIG

YES! MADE IT!

I STILL CAN'T GET THE DARNED THING TO *RETURN* TO ME THOUGH!

HOW DID CAP DO IT? SAME WAY YOU GET TO *CARNEGIE HALL*, I GUESS...

...PRACTICE!

HAI! AT LEAST I'M FEELING A BIT *LIGHTER* THESE DAYS...

...A LITTLE MORE AT *EASE* WITH MYSELF.

THIS SHIELD HAS GOT A LOT TO DO WITH *THAT*--

--IT'S HELPED TO INCREASE MY *SELF-CONFIDENCE*. IT... AND *ALETA*!

BETTER THINK *PURE THOUGHTS, ASTRO*. YOU'VE GOT A *LEGEND* TO LIVE UP TO!

I WONDER IF *CHARLIE'S* FOUND THAT BOMB YET?

"I KNOW HE'S LOOKING FOR IT!"

ANY LUCK YET, *CHUNKY*?

NO!

I'M PROGRAMMING IN A *DECK-BY-DECK* SCAN AGAIN! *THIRD TIME* NOW!

KINDA *STRANGE* YOU CAN'T FIND IT, ISN'T IT?

I FIGURE THEY MADE IT OUT OF THE *SAME METAL* AS THE SHIP ITSELF--IT'S VIRTUALLY *INVISIBLE* TO THE SCANNERS.

MMM... THAT OR "*DARLING*" *REPLICA* WAS LYING!

NIKKI, DON'T START, OKAY?

ALL RIGHT, BUT YOU KNOW HOW I *FEEL* ABOUT HER. LOOK, *CHARLIE*, CAN WE TALK FOR A MINUTE?

ABOUT *REPLICA*?

NO, ABOUT THE *FIRE-ROSE*...



I KNOW THAT IT WAS YOU WHO GAVE IT TO ME. *

I...UH, DON'T KNOW WHAT YOU'RE TALKING ABOUT.

UH-HUH.

* LAST 1 SH, AGAIN-- CRAIG



HARKOV'S BONES! I WISH THAT STAR-HAWK WOULD JUST TELL US WHERE THAT BOMB IS!

I WANT YOU TO KNOW THAT I REALLY APPRECIATE THE GESTURE, BIG GUY.



I REALIZE THAT FIRELORD DIDN'T HAVE TIME TO GIVE IT TO YOU BEFORE HE--

BUT HE NEVER TELLS US ANYTHI--

SLAP

HEY! I'M TRYING TO MAKE NICE HERE!!



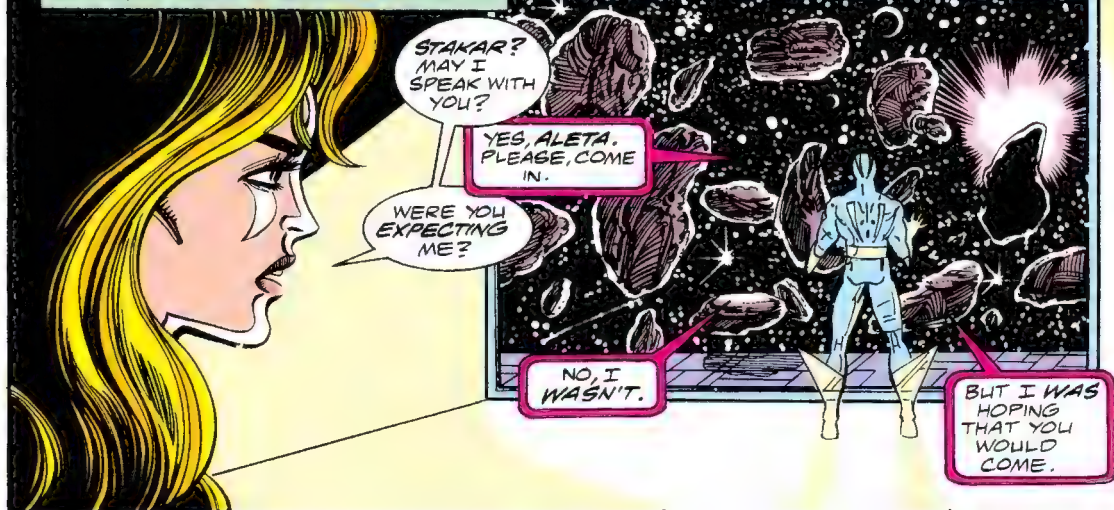
I KNOW. SORRY.

I JUST WANT TO SAY THANKS. IT MEANT A LOT TO ME.

LOVE YOU, TOO, FLAME-BRAIN.

HEY, DO YOU KNOW WHERE STARHAWK IS?

"MAYBE I CAN WRING IT OUT OF HIM."



STARHAWK? MAY I SPEAK WITH YOU?

YES, ALETA. PLEASE, COME IN.

WERE YOU EXPECTING ME?

NO, I WASN'T.

BUT I WAS HOPING THAT YOU WOULD COME.

I DON'T KNOW IF I CAN EVER FORGIVE YOU FOR THE CHILDREN, STAKAR**...

I KNOW.

... BUT, VANCE AND I, WELL...

I KNOW. I WISH YOU BOTH HAPPINESS.

**ALETA BLAMES STARHAWK FOR THE DEATHS OF THEIR CHILDREN.
-- CRAIG

SOMETHING IS TERRIBLY WRONG, ISN'T IT?

YES. YOU AND I SEPARATED TOO SOON*.

WHAT DO YOU MEAN?

IT WAS NOT SUPPOSED TO HAPPEN UNTIL AFTER YOU ADOPTED THE CHILD.

YOU MEAN THE CHILD MALEVOLENCE WAS CARRYING ON ABOUT? **

YES. THE PROTEGE.

I BELIEVE THAT I AM EXPERIENCING A REALITY THAT IS DIFFERENT FROM ANY I HAVE KNOWN BEFORE!

MY MEMORY CONTINUES TO FADE...

...EVEN AS MY BODY DOES.

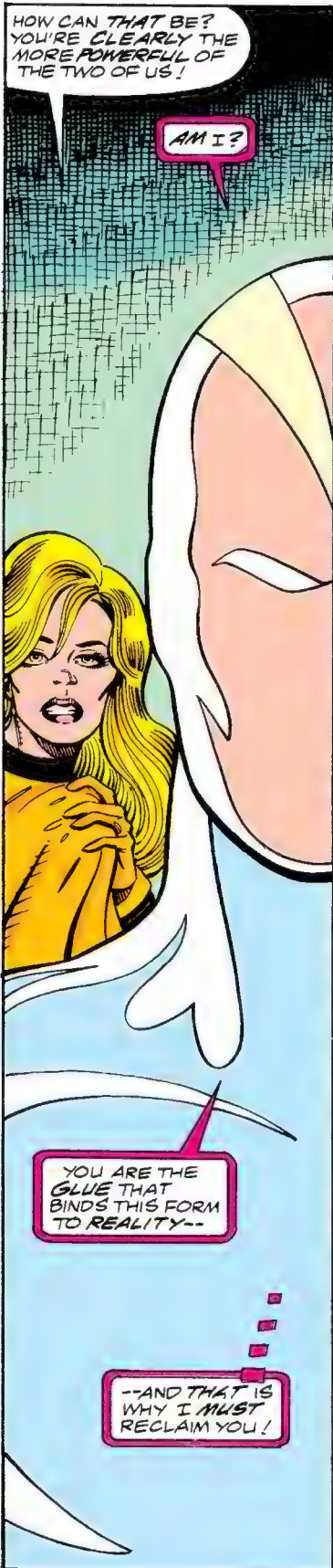
* ISSUE # 3.
** ISSUE # 7.
-- CRAIG

YES, I'VE NOTICED THAT YOU'RE BECOMING LESS... OPAQUE LATELY*. WHY? WHAT IS HAPPENING TO YOU?

I AM BECOMING LESS TANGIBLE THE LONGER WE ARE APART.

IT IS, AFTER ALL, FROM YOU THAT MY STRENGTH AROSE.

* HOW MANY OF YOU NOTICED? -CLIE- MEISTER CRAIG



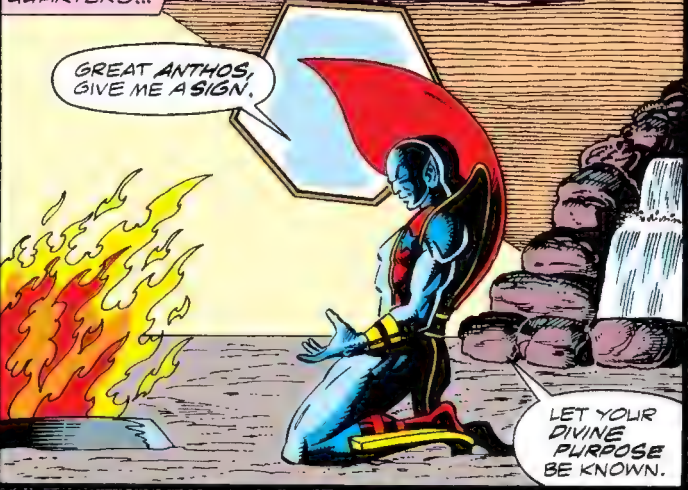
HOW CAN THAT BE?
YOU'RE CLEARLY THE
MORE POWERFUL OF
THE TWO OF US!

AM I?

YOU ARE THE
GLUE THAT
BINDS THIS FORM
TO REALITY--

--AND THAT IS
WHY I MUST
RECLAIM YOU!

AND ON THAT NOTE, WE CUT TO YONDLI'S PRIVATE
QUARTERS...



GREAT ANTHOS,
GIVE ME A SIGN.

LET YOUR
DIVINE
PURPOSE
BE KNOWN.

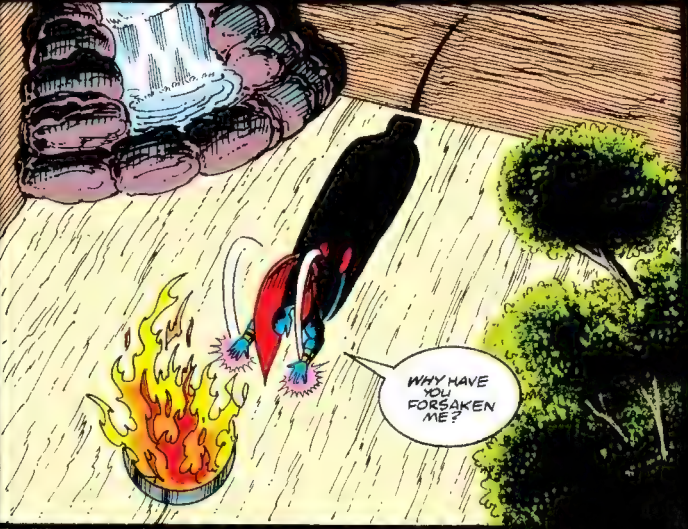


GIVE YOUR HUMBLE
SERVANT
UNDERSTANDING!

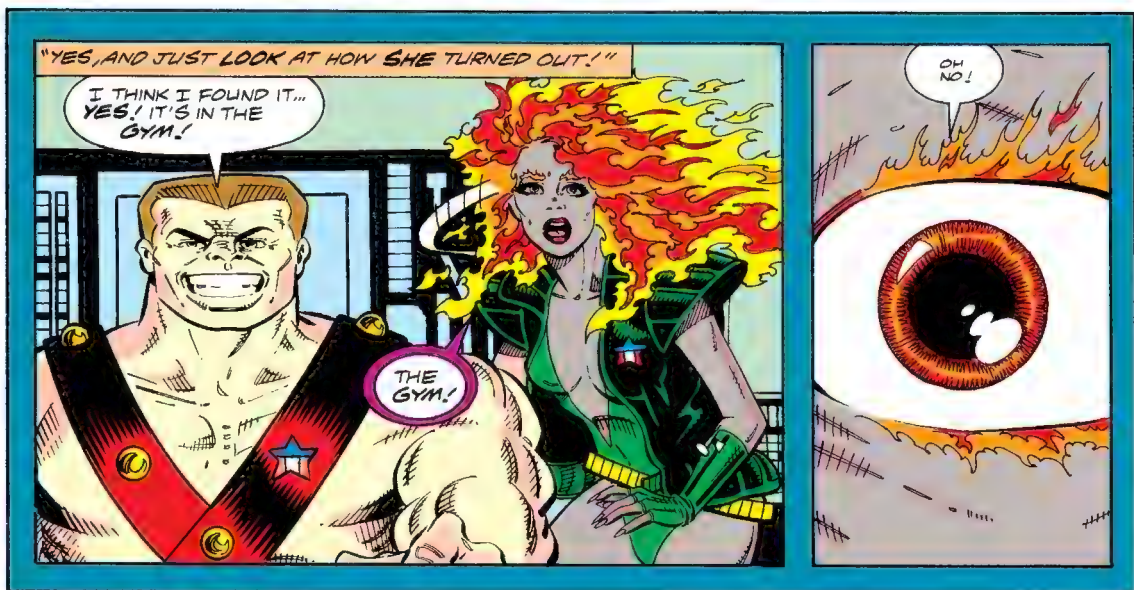
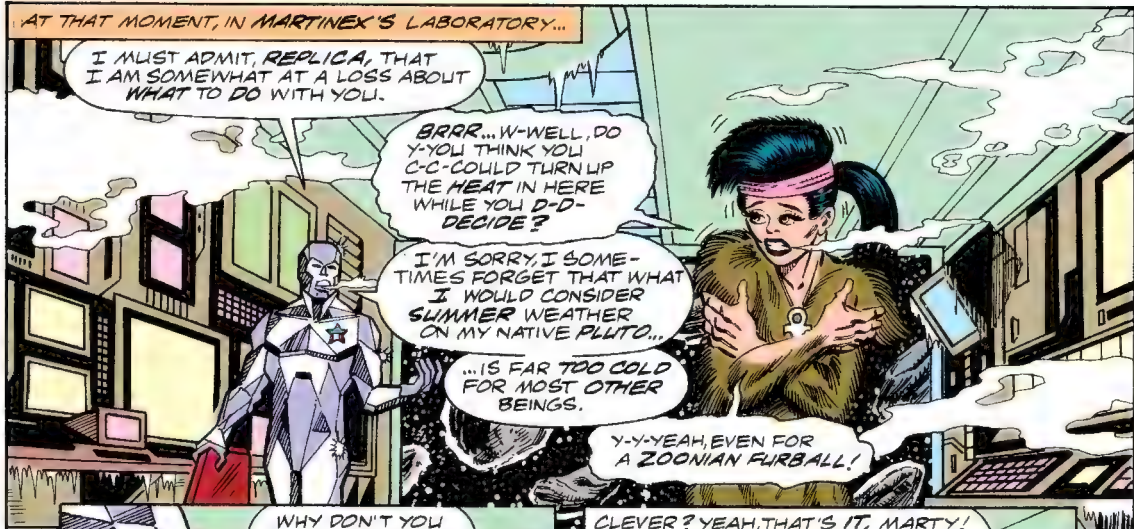
WHY HAVE YOU
SHOWN ME THE MEANS
TO PERPETUATE YOUR
CHOSEN RACE...

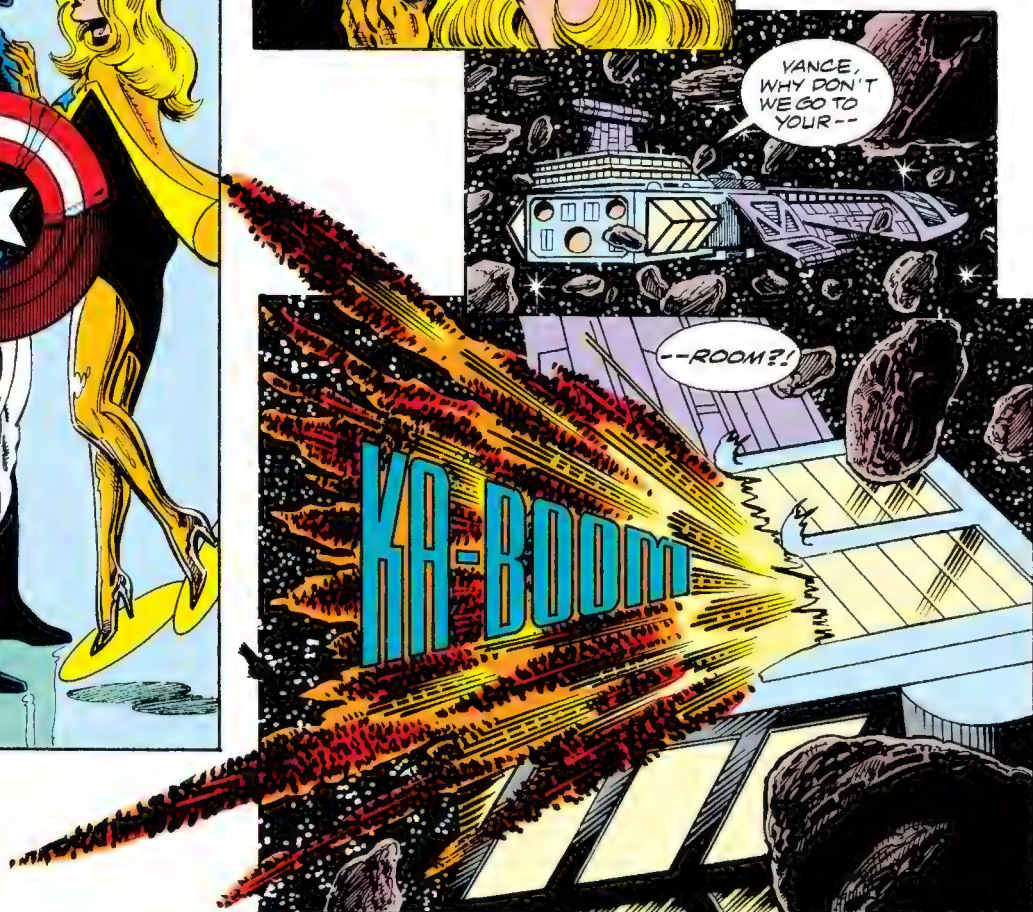
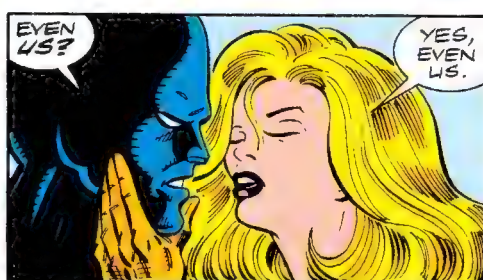


...AND THEN DENIED
ME THE FEMALE,
PHOTON?



WHY HAVE
YOU
FORSAKEN
ME?





MEANWHILE, ON THE PLANET SARKA...

HIS NAME IS AUTOLYCUS. HE IS THE LAST PRIEST OF AN OUTLAWED FAITH.

HIS MISSION IS NOW ONE OF RETRIBUTION AGAINST THE RELIGION THAT REPLACED HIS --

-- THE UNIVERSAL CHURCH OF TRUTH!

THE STARSHIP IN THE ASTEROID BELT MUST BE BLACK KNIGHT REINFORCEMENTS!*

I CAN SEE NO ALTERNATIVE!

*HE DISCOVERED THE GUARDIANS' SHIP THERE LAST ISSUE-- CRAIG

I MUST--

--ONCE AGAIN BECOME--

--THE SPIRIT OF VENGEANCE!

LET THE FIRES OF KALURI * FLOW FORTH FROM MY FINGERS TO CREATE THE DEATH-CYCLE!

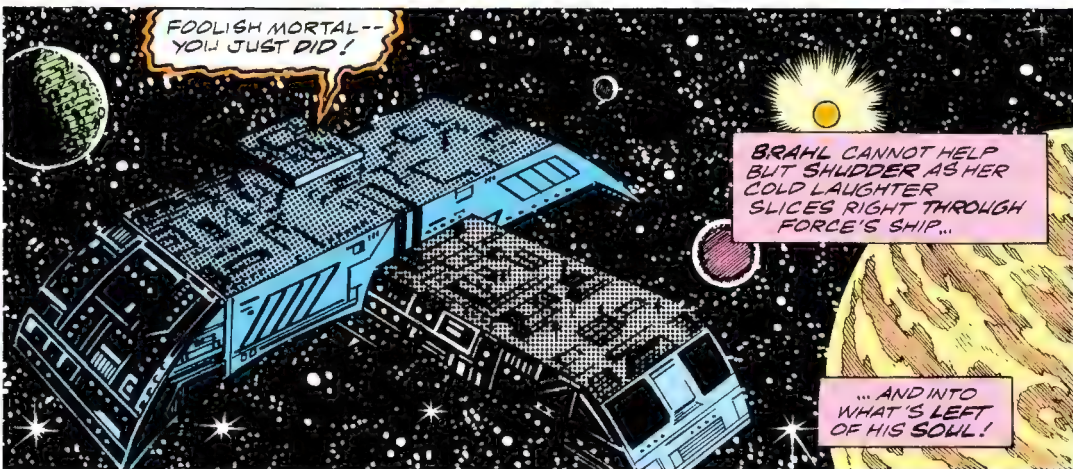
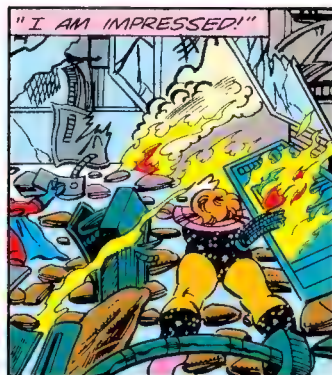
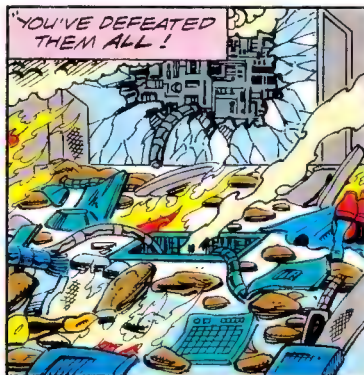
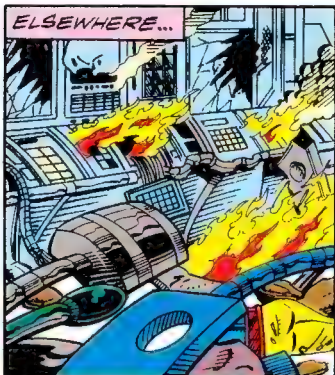
FAWHOOM

... THE TRUE MEANING OF VENGEANCE!

LOOK UP IN THE SKY...

AND LET ALL THOSE WHO REVEL IN BLASPHEMY KNOW...

*HADES--LINGUISTIC ANDERSON



AND, AT THAT VERY MOMENT, LIGHT YEARS AWAY...

BLEEP BLEEP BLEEP

WHAT IS IT, CHARLIE?

MAIN HULL BREACH IN THE GYM, MARTINEX.

CONTAIN IT IN A FORCE-FIELD!

I HAVE--BUT THAT'S NOT OUR ONLY PROBLEM--

--VANCE WAS IN THERE WHEN IT BLEW!

BLEEP BLEEP

DON'T WORRY ABOUT ME, GUYS--

--I HAD AN ANGEL AT MY SIDE!

THANK MARKOV!

CHARLIE, CAN YOU TURN THAT BLASTED ALARM OFF?

BLEEP BLEEP

NIKKI, I WANT YOU TO CONTACT THAT PLANET WE SCANNED EARLIER...

GOOD! MARTY IS FINALLY SOUNDING COMFORTABLE GIVING ORDERS!

...SEE IF WE CAN MAKE REPAIRS THERE.

*LAST ISH-- CRAIG AGAIN

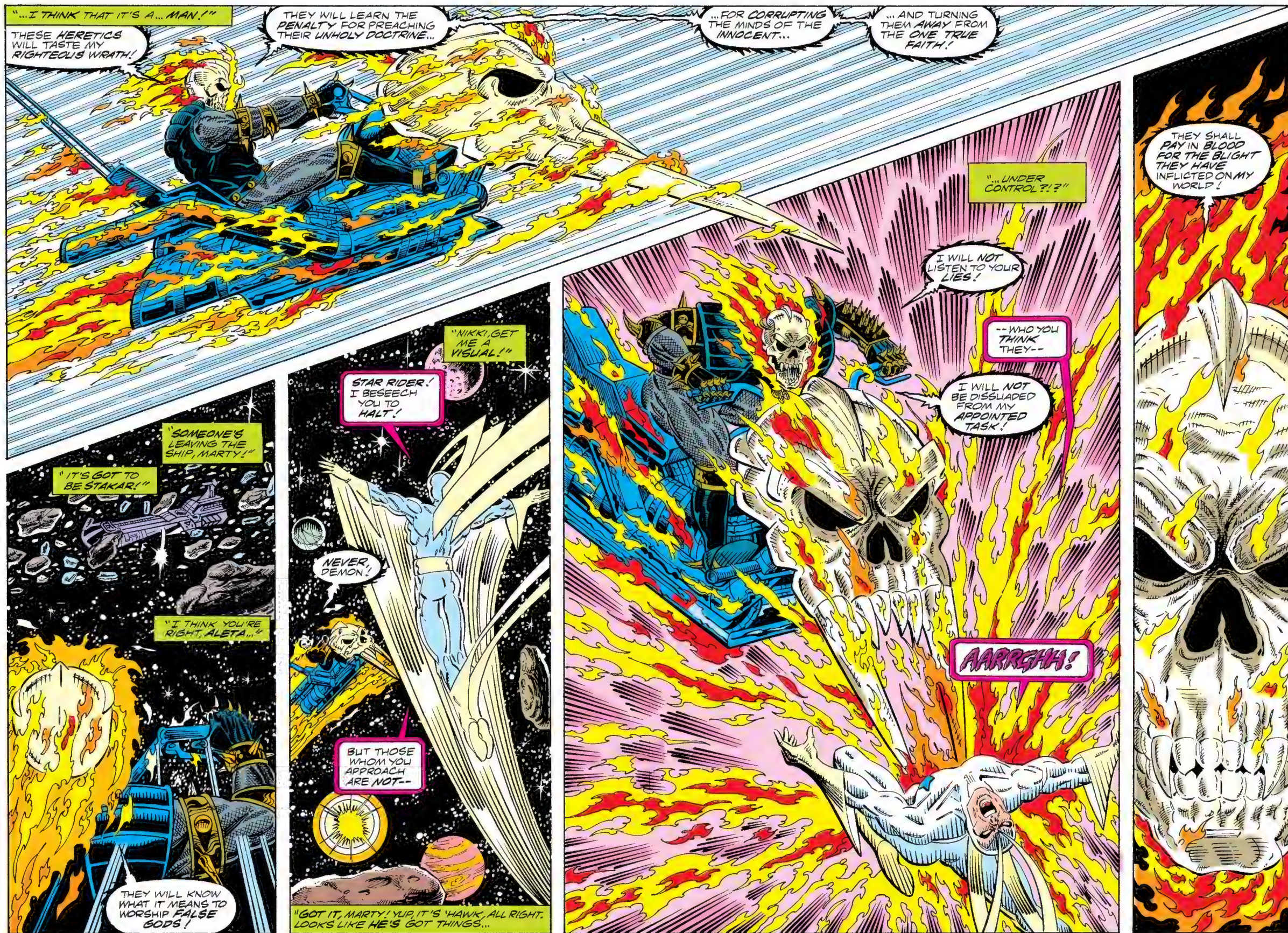
ALREADY ON IT, MARTY...
UH-OH!

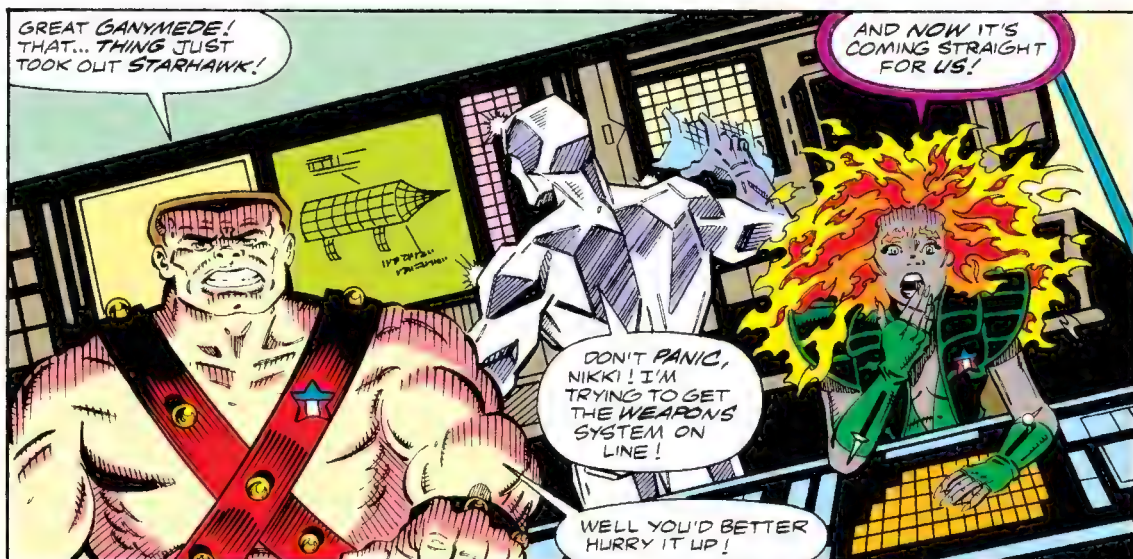
WHAT NOW?

I'VE GOT A BOGEY COMING IN FROM THE PLANET ON AN INTERCEPT COURSE!

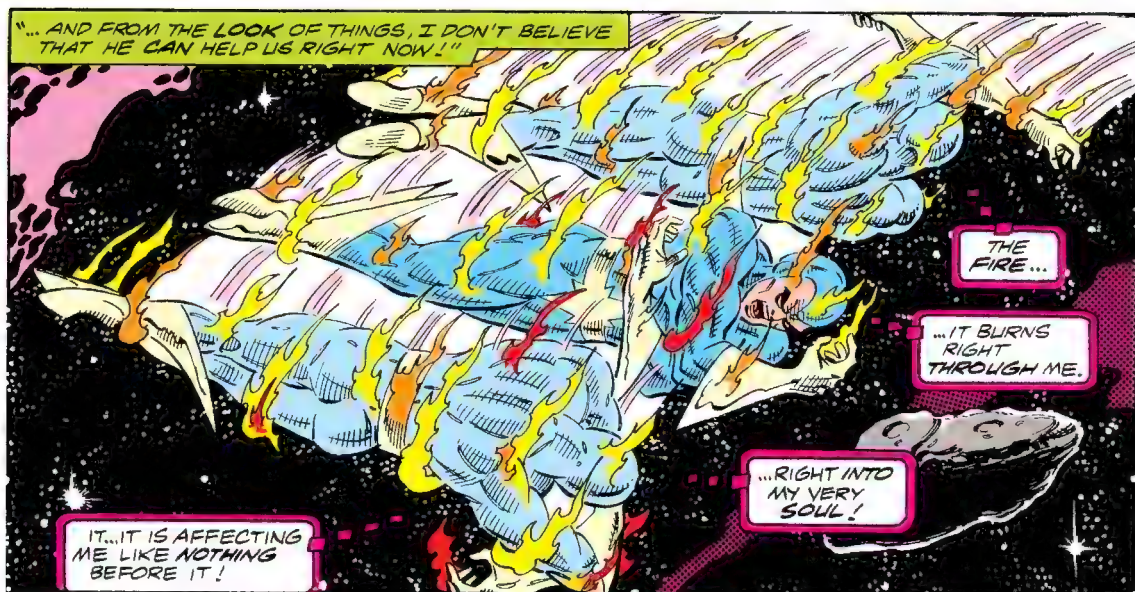
A SHIP?

NO, IT'S TOO SMALL TO BE A SHIP...









"... AND FROM THE LOOK OF THINGS, I DON'T BELIEVE THAT HE CAN HELP US RIGHT NOW!"

THE FIRE...

...IT BURNS RIGHT THROUGH ME.

...RIGHT INTO MY VERY SOUL!

IT...IT IS AFFECTING ME LIKE NOTHING BEFORE IT!



I... I AM PHASING IN AND OUT OF REALITY...

...INTO AND OUT OF EVERY REALITY I HAVE EVER KNOWN!*

ALL THE VARIANT TIME LINES ARE MERGING INTO ONE!

* STARHAWK HAS LIVED MULTIPLE ALTERNATE LIVES. -- CRAIG



IT'S AFFECTING MY MIND!

MY MEMORIES!

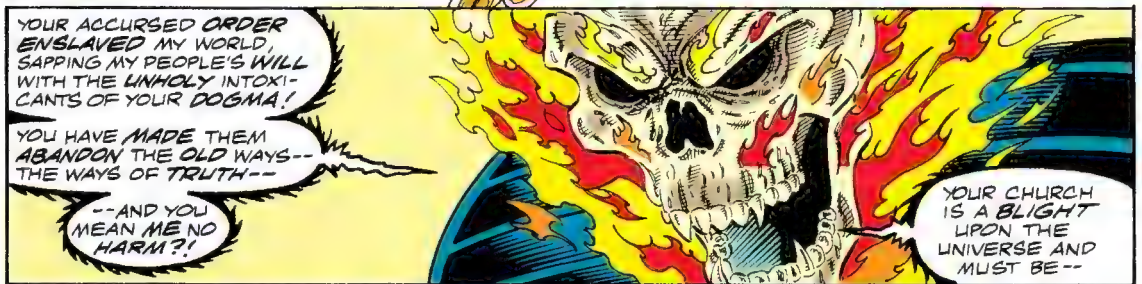
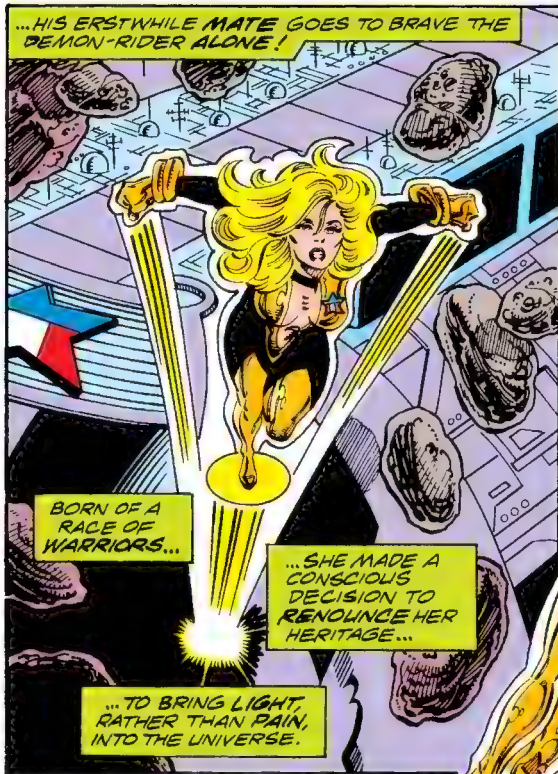
MY MEMORIES ARE FADING--!

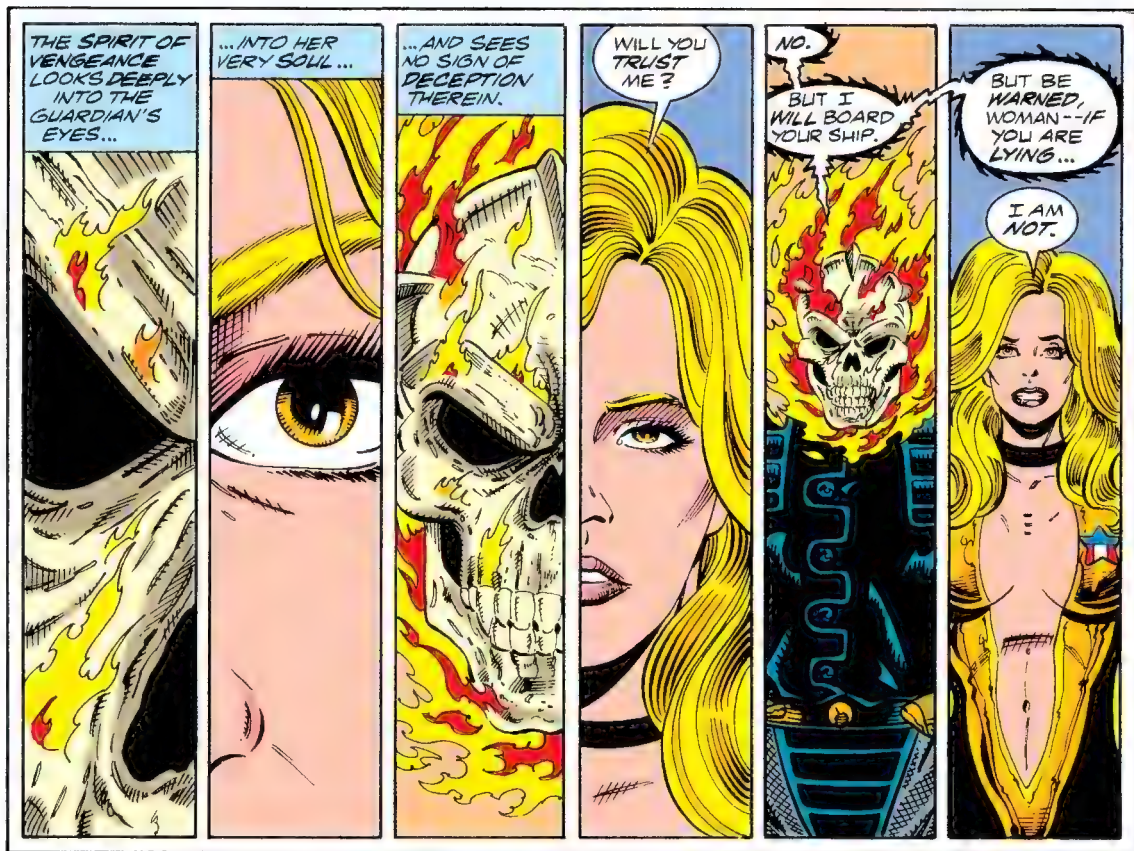
I NO LONGER KNOW!

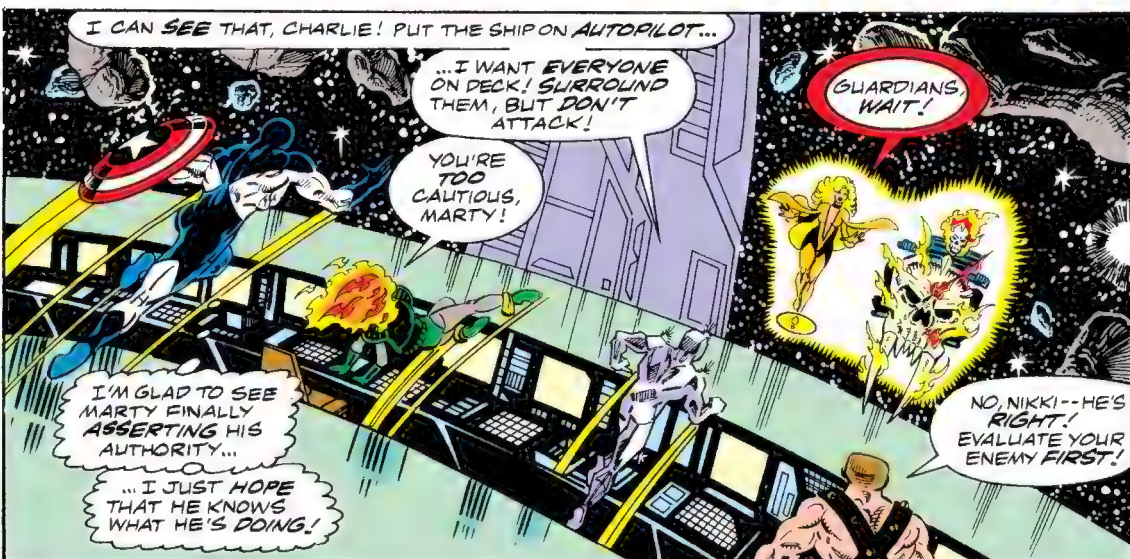
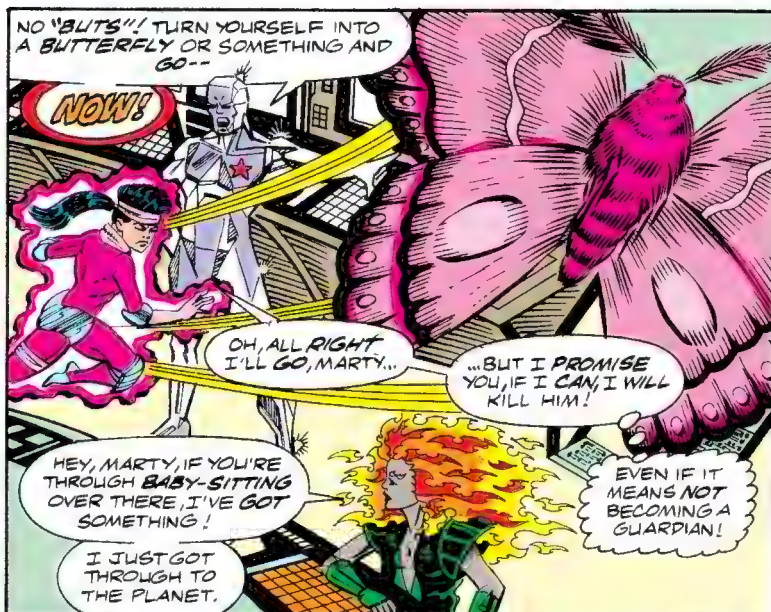
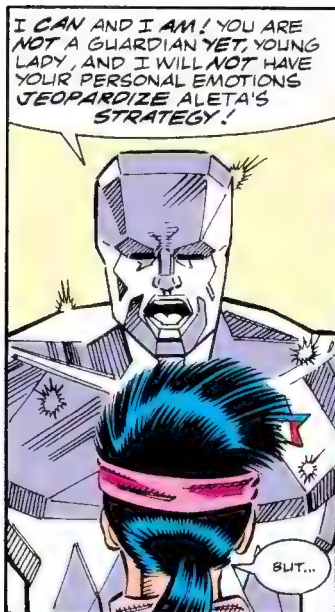


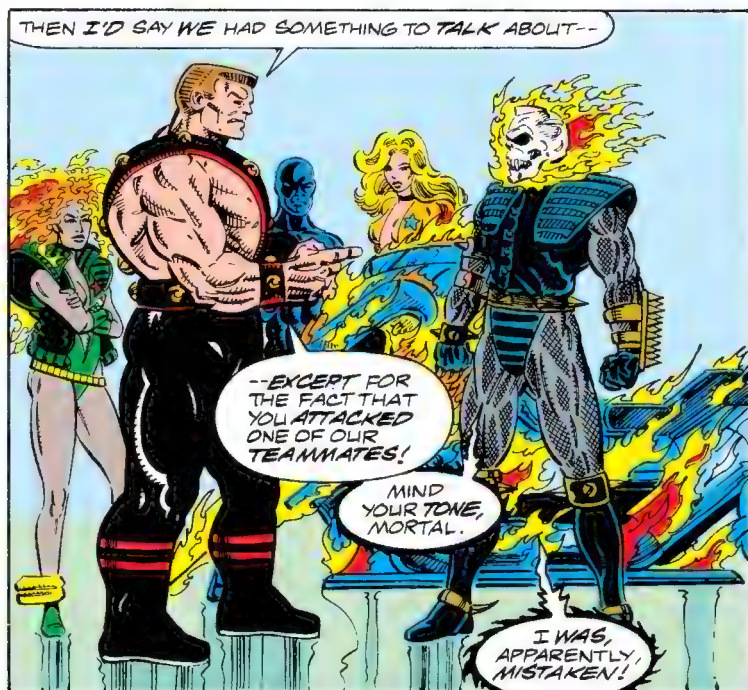
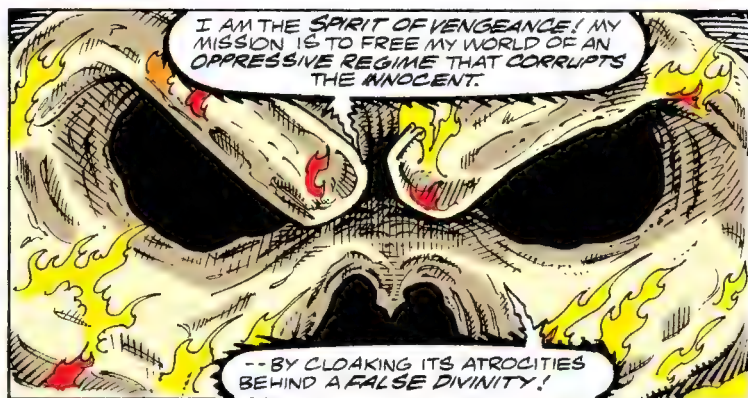
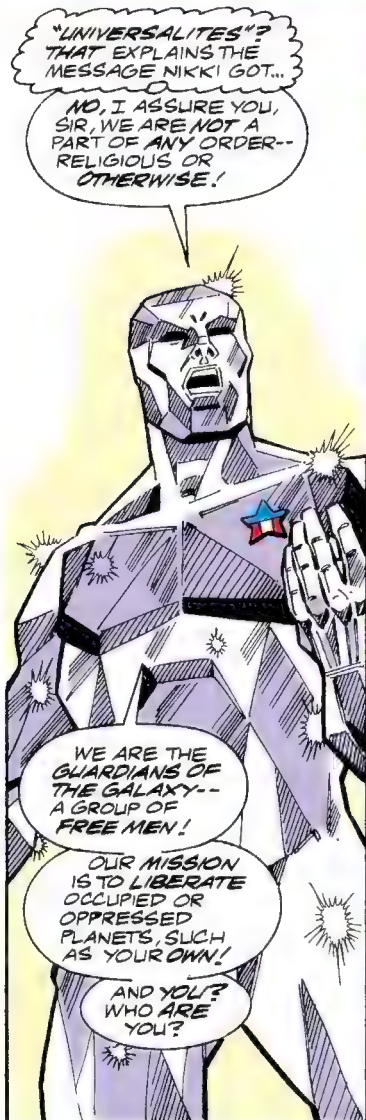
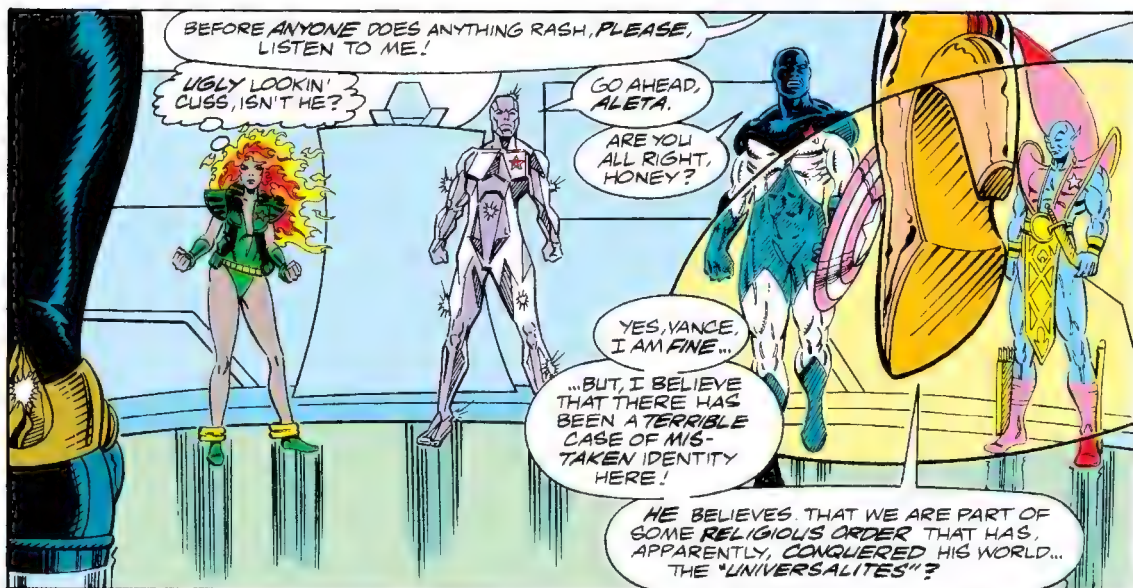
TOO...WEAK TO...GO ON...

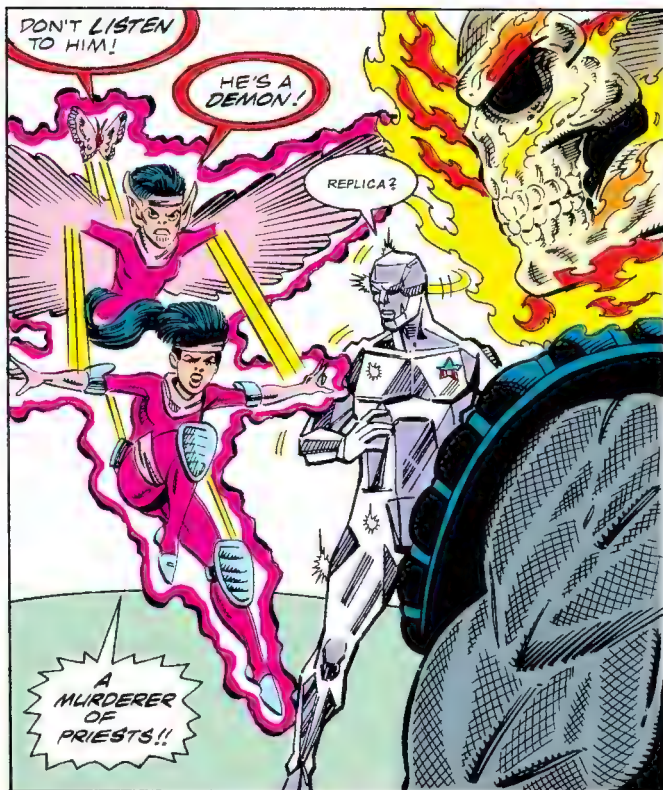
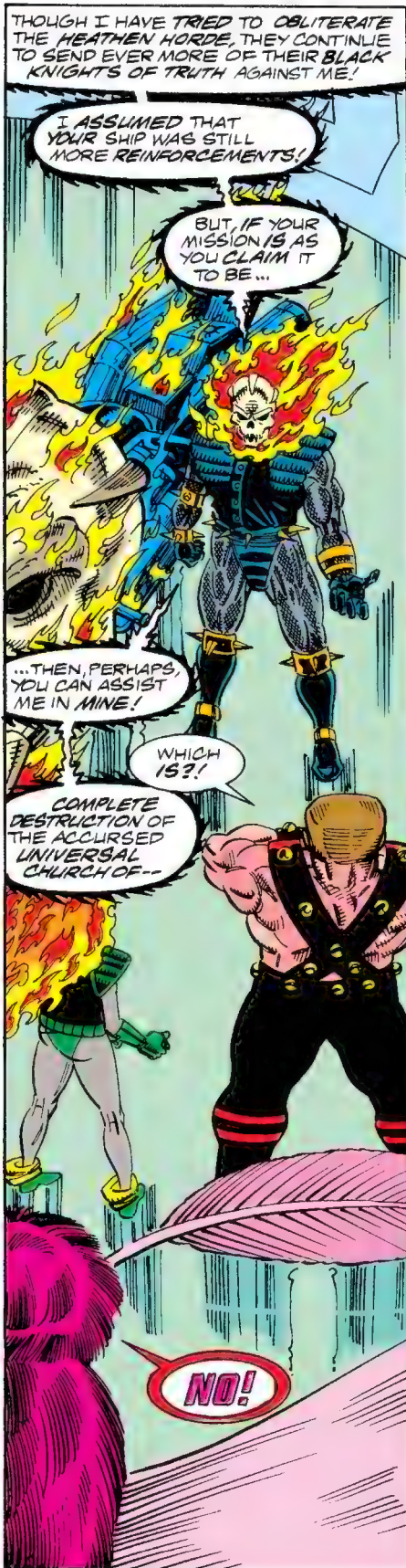
AND, AS STARHAWK LAPSES INTO UNCONSCIOUSNESS...













SHE
WEARS THE
BLASPHEMOUS
ANKH!!

THE SYMBOL
OF THE TRUE
BELIEVER!

YOU LIED TO
ME, GUARDIANS
OF THE GALAXY!!

AND FOR THAT
YOU WILL ALL

DIE!!

DO WE EVEN HAVE TO SAY

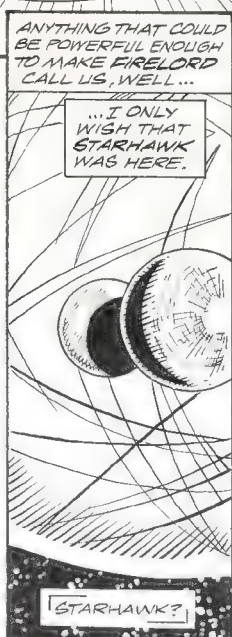
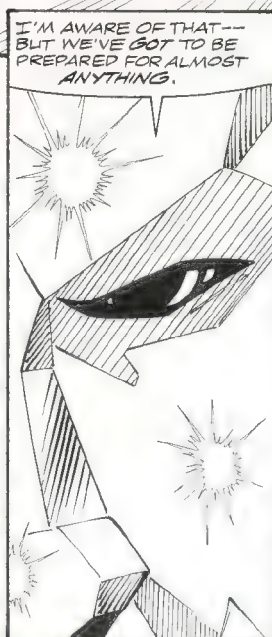
TO BE CONTINUED...

(WE DIDN'T THINK SO.)



*ASAIN, LAST ISSUE. NOW AREN'T YOU SORRY YOU MISSED IT?--C.A.

...LET'S JUST SAY THAT THIS SHIP COULD USE A REST!



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AUTHORITY

EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

WAR OF THE GALAXY



TOTALLY
DESTROYED...

... AT THE
HANDS
OF THE...

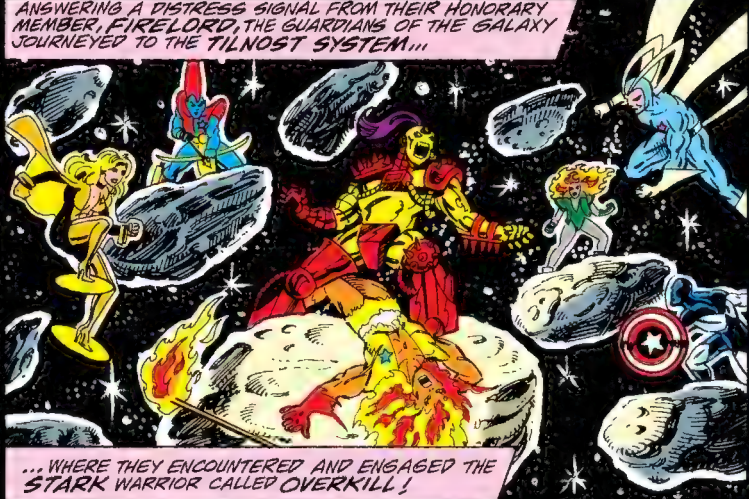
SPIRIT
OF
VENGEANCE



VALENTINO - D'ARCA

CHARLIE 27! MARTINEX! NIKKII VANCE ASTRO! YONDUI ALETAI STARHAWKI SEVEN EXTRAORDINARY SUPER-BEINGS. ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

ANSWERING A DISTRESS SIGNAL FROM THEIR HONORARY MEMBER, FIRELORD, THE GUARDIANS OF THE GALAXY JOURNEYED TO THE TILNOST SYSTEM...



...WHERE THEY ENCOUNTERED AND ENGAGED THE STARK WARRIOR CALLED OVERKILL!

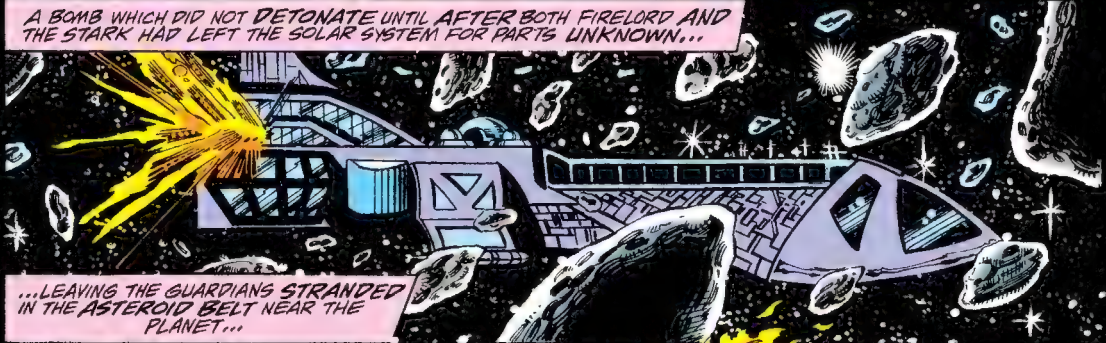
DURING THE BATTLE A STARK SPY PLACED A BOMB ON BOARD THE GUARDIANS' STARSHIP--



--THE U.S.S. CAPTAIN AMERICA II!*

*ISSUE #12-- CRAIS

A BOMB WHICH DID NOT DETONATE UNTIL AFTER BOTH FIRELORD AND THE STARK HAD LEFT THE SOLAR SYSTEM FOR PARTS UNKNOWN...



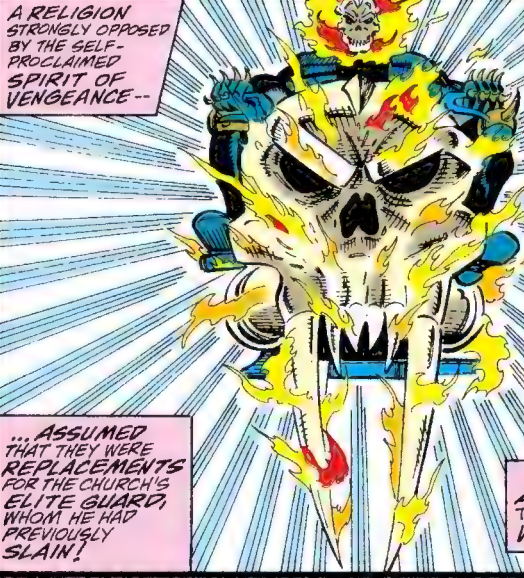
...LEAVING THE GUARDIANS STRANDED IN THE ASTEROID BELT NEAR THE PLANET...

...SARKA! A WORLD RULED BY A THEOCRATIC MONARCHY--



--THE UNIVERSAL CHURCH OF TRUTH!

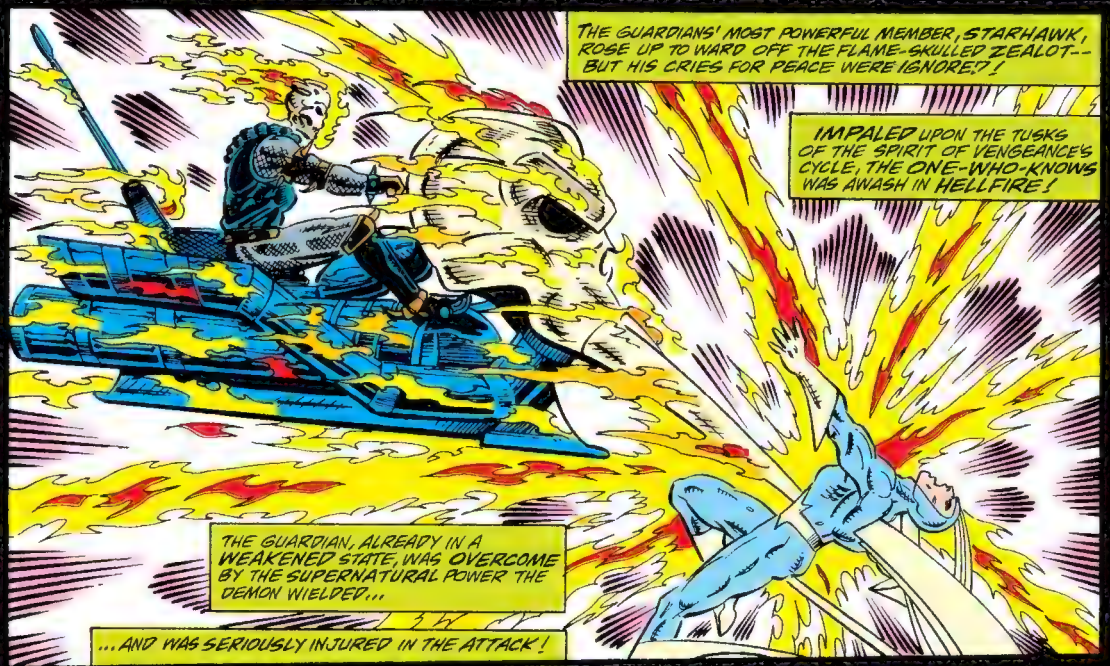
A RELIGION STRONGLY OPPOSED BY THE SELF-PROCLAIMED SPIRIT OF VENGEANCE--



...WHO, UPON NOTING THE GUARDIANS' STARSHIP IN HIS SPACE SECTOR...

...AND SO HE ATTACKED THEM--WITH A VENGEANCE!

...ASSUMED THAT THEY WERE REPLACEMENTS FOR THE CHURCH'S ELITE GUARD, WHOM HE HAD PREVIOUSLY SLAIN!



THE GUARDIANS' MOST POWERFUL MEMBER, STARHAWK, ROSE UP TO WARD OFF THE FLAME-SKULLED ZEALOT-- BUT HIS CRIES FOR PEACE WERE IGNORED!

IMPALED UPON THE TUSKS OF THE SPIRIT OF VENGEANCE'S CYCLE, THE ONE-WHO-KNOWS WAS AWASH IN HELLFIRE!

THE GUARDIAN, ALREADY IN A WEAKENED STATE, WAS OVERCOME BY THE SUPERNATURAL POWER THE DEMON WIELDED...

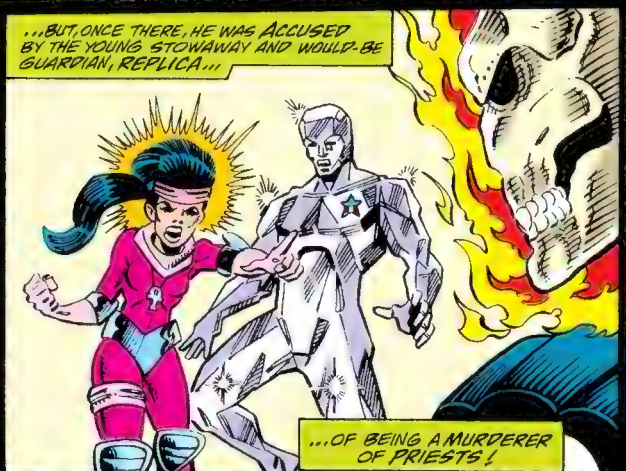
...AND WAS SERIOUSLY INJURED IN THE ATTACK!



BUT THE SPIRIT WAS HALTED BY THE SOOTHING VOICE AND GENTLE PRESENCE OF STARHAWK'S ESTRANGED WIFE, ALETA!

THE GOLDEN BEAUTY ATTEMPTED TO CONVINCE HIM THAT THE GUARDIANS WERE NOT HIS ENEMIES!

SENSING NO TRACE OF DECEPTION IN HER SOUL, THE SPIRIT OF VENGEANCE AGREED TO ACCOMPANY HER TO THE GUARDIANS' SHIP, TO VERIFY HER CLAIM FOR HIMSELF...



...BUT, ONCE THERE, HE WAS ACCUSED BY THE YOUNG STOWAWAY AND WOULD-BE GUARDIAN, REPLICA...

...OF BEING A MURDERER OF PRIESTS!



SEEING THE ANKH SHE WORE ABOUT HER NECK, THE SYMBOL OF A TRUE-BELIEVER IN THE CHURCH...

...HE ASSUMED THAT THE GUARDIANS HAD LIED TO HIM--

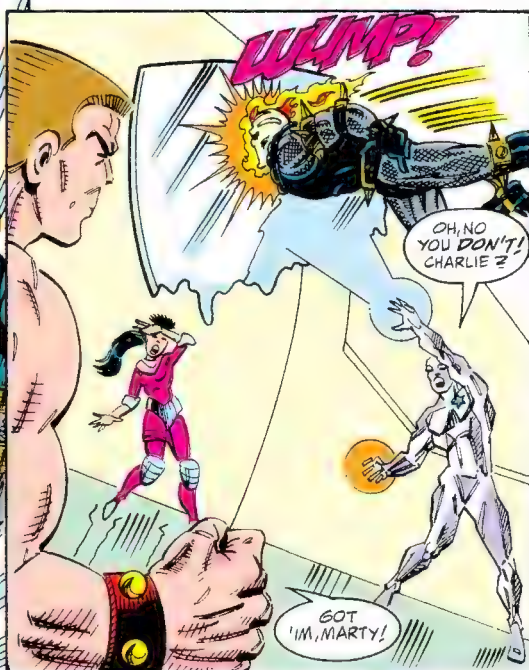


AND FOR THAT YOU WILL **ALL DIE!**

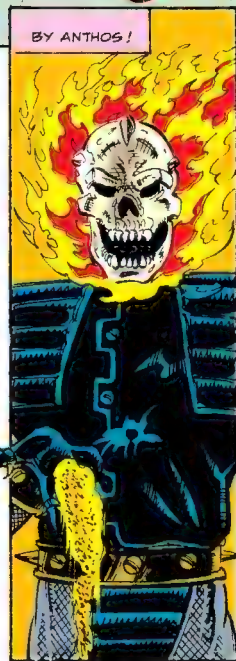
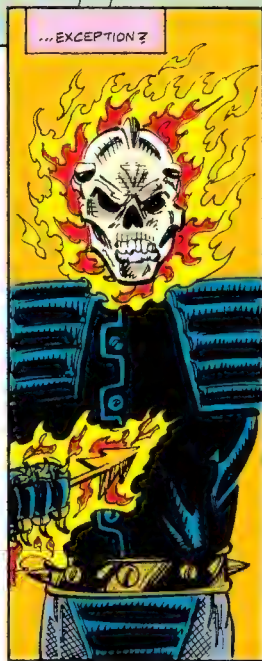
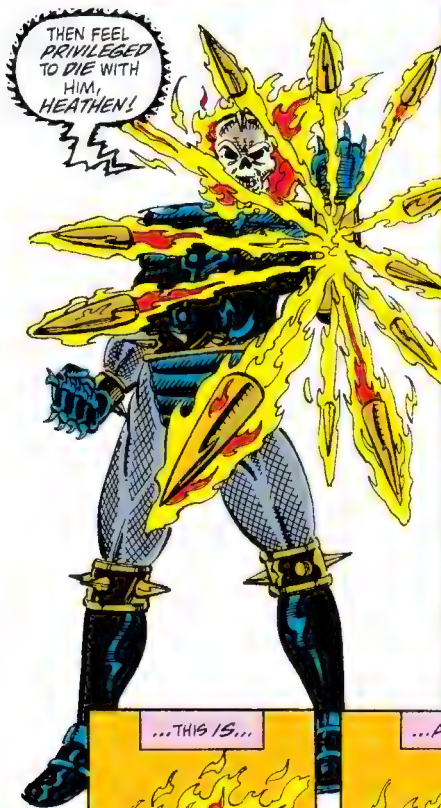
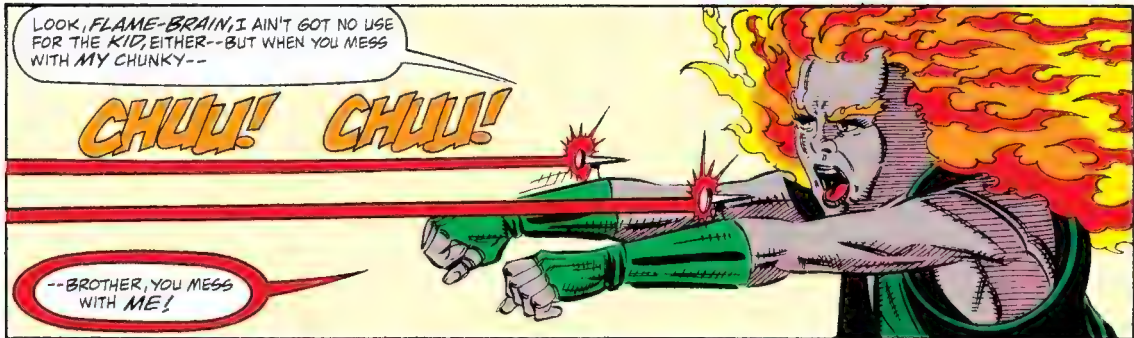
AND THAT'S ALL THE RECAP YOU'RE GONNA NEED, PILGRIM, 'CAUSE, ONCE AGAIN, IT'S TIME TO ROCK 'N ROLL!!

SPIRIT OF VENGEANCE - PART II

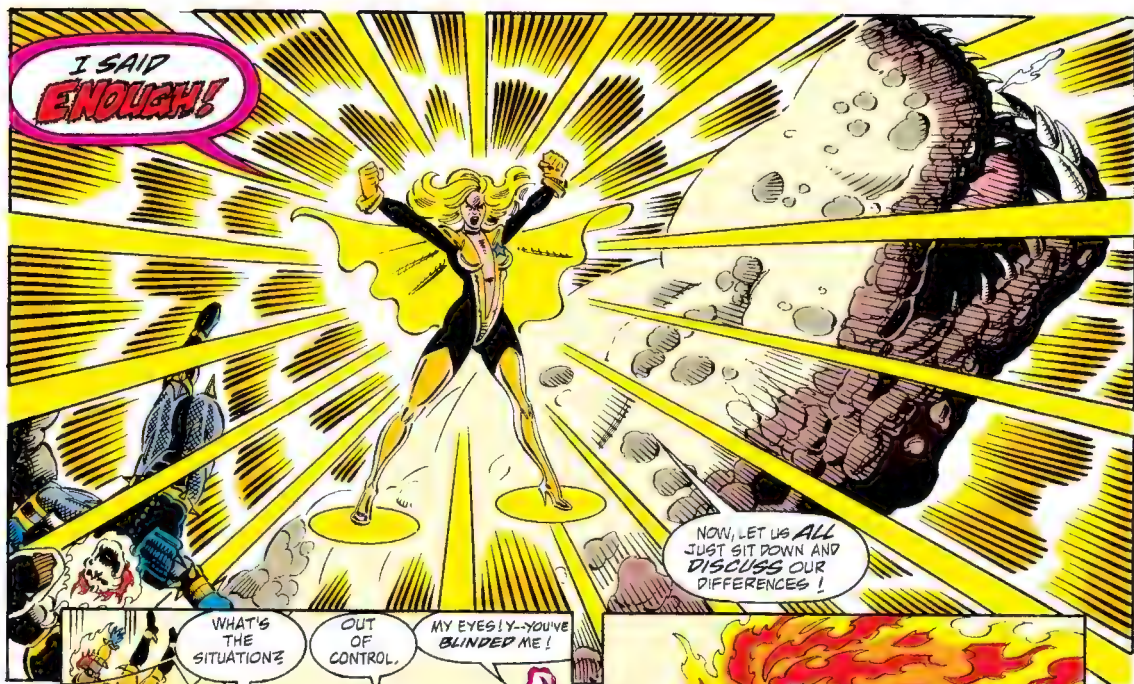
HALLOWED BE THY NAME.



JIM VALENTINO MANUAL LABOR
STEVE MONTANO REPROMASTER
BRAD K. JOYCE GRAFFITI
EVELYN STEIN DYEMAKER
CRAIG ANDERSON SLAVE DRIVER
TOM DEFALCO BIG KAHUNA







I SAID
ENOUGH!

NOW, LET US **ALL**
JUST SIT DOWN AND
DISCUSS OUR
DIFFERENCES!



WHAT'S
THE
SITUATION?

OUT
OF
CONTROL.

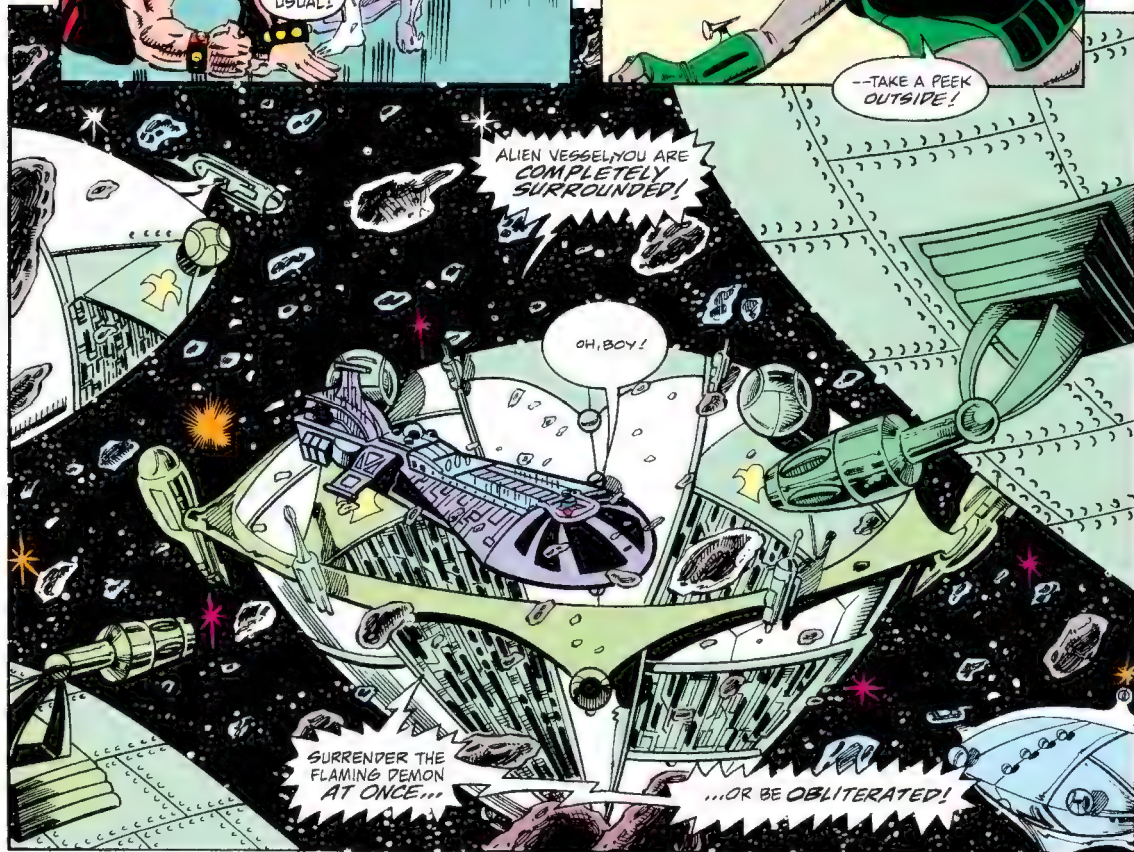
MY EYES! Y-YOU'VE
BLINDED ME!

AS
USUAL!



YEAH?
WELL, IT
JUST GOT
WORSE,
BOYS--

--TAKE A PEEK
OUTSIDE!



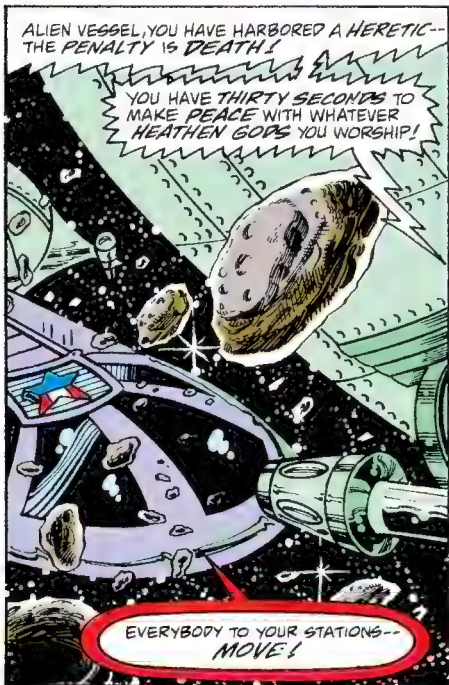
ALIEN VESSEL YOU ARE
COMPLETELY
SURROUNDED!

OH, BOY!

SURRENDER THE
FLAMING DEMON
AT ONCE...

...OR BE **OBLITERATED!**





AND, MANY LIGHT YEARS AWAY...

LOOK AT ALL THOSE
STAR-SHIPS!

YES, BRAHL. REPRESENTATIVES FROM NEARLY
EVERY SPACE FARING RACE IN THE UNIVERSE...

...ALL COME TO PAY
THEIR RESPECTS AT
THE CORONATION!

YOU DO NOT LOOK PLEASED,
INTERFACE.

I AM NOT,
EIGHTYFIVE.

I HAD
HOPED
NEVER
TO COME
TO THIS
PLANET
AGAIN.

...AND I WOULD
NOT BE HERE
AGAIN, WERE IT NOT FOR
BRAHL'S TREACHERY!

HE'LL PAY FOR
THIS, INTERFACE!

YES,
BROADSIDE...

"...HE MOST CERTAINLY WILL!"

I DON'T GET IT,
MALEVOLENCE...*

...WHAT'S THE
BIG DEAL?

*YOU KNEW IT WAS HER ALL
ALONG, DIDN'T YA?--JIM
AND CRAIG

THE "BIG DEAL" YOU FOOL, IS THE UNVEILING
OF THE PROTEGE-- HE WHO WILL BE
THE FUTURE MAGUS--

YOU'VE
BEEN
HERE
BEFORE?

YES... A LONG
TIME AGO...

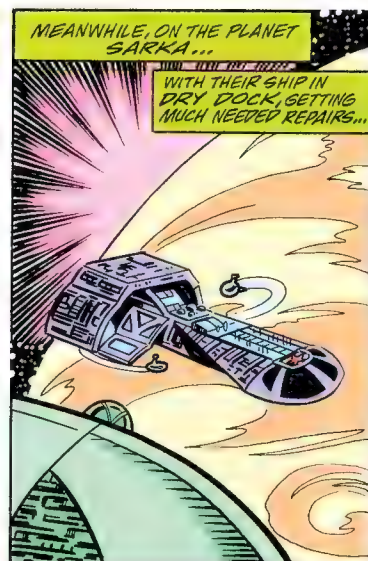
--THE LIVING DEITY OF
THE UNIVERSAL CHURCH
OF TRUTH!

AND THE APPOINTMENT OF HIS
MATRIARCH, SHE WHO WILL
TUTOR THE CHILD IN THE
CORRECT USE OF HIS LIMITLESS
POWER--

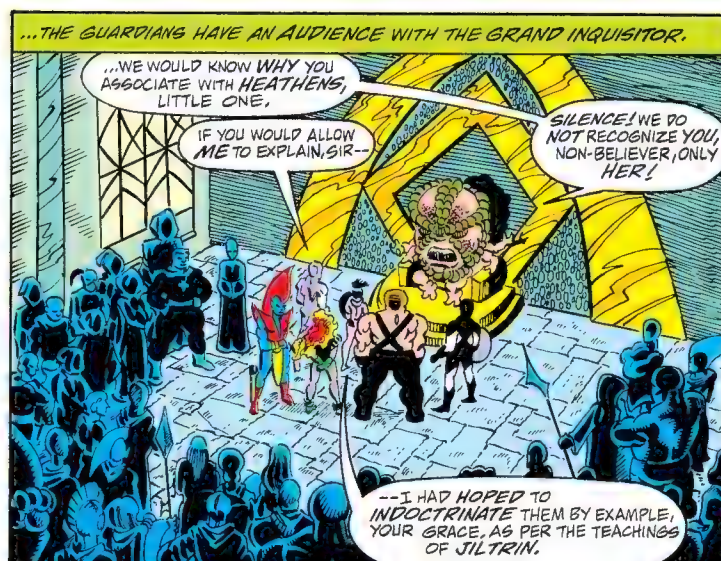
--AND THROUGH HIM RULE A
THOUSAND, THOUSAND WORLDS!

I INTEND TO BE HIS
MATRIARCH...

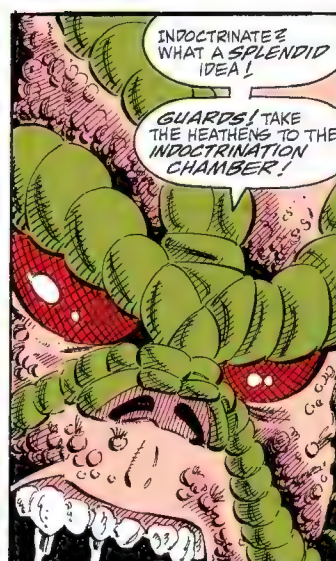
...AND YOU SHALL AID ME IN THAT
GOAL BY KILLING THE ONLY WOMAN
WHO COULD CHALLENGE ME-- MY RIVAL,
THE GUARDIAN ALETA!



MEANWHILE, ON THE PLANET SARKA...
WITH THEIR SHIP IN DRY DOCK, SETTING MUCH NEEDED REPAIRS...



...THE GUARDIANS HAVE AN AUDIENCE WITH THE GRAND INQUISITOR.
...WE WOULD KNOW WHY YOU ASSOCIATE WITH HEATHENS, LITTLE ONE.
IF YOU WOULD ALLOW ME TO EXPLAIN, SIR--
SILENCE! WE DO NOT RECOGNIZE YOU, NON-BELIEVER, ONLY HER!
--I HAD HOPED TO INDOCTRINATE THEM BY EXAMPLE, YOUR GRACE, AS PER THE TEACHINGS OF JILTRIN.



INDOCTRINATE? WHAT A SPLENDID IDEA!
GUARDS! TAKE THE HEATHENS TO THE INDOCTRINATION CHAMBER!



POW!
NOT BLOODY LIKELY!
CHARLIE, DON'T!



AW, PUT A SOCK IN IT, VANCE! CHARLIE, I LOVE YOU--
...LET'S SHOW THESE GLUSS WHAT IT MEANS TO MESS WITH--
POOP!
CHL! ZART!
--THE GUARDIANS OF THE GALAXY!



DON'T EITHER OF YOU EVER THINK BEFORE YOU ACT?
LET'S CLEAR A PATH--AND THEN BEAM UP TO THE SHIP!
THOO!
FFWHIPP!



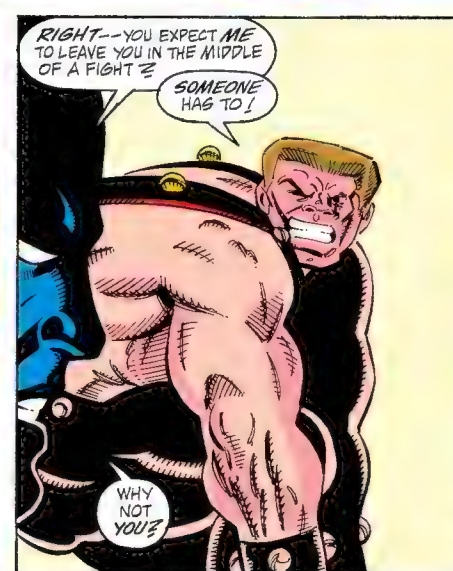
NO GOOD, VANCE. THEIR PEOPLE ARE ON THE SHIP T--!
BAM!



WE ARE EVERYWHERE, HEATHEN!
BAWHAM!



CHARLIE...?
I'M FINE, VANCE. LOOK, WE'RE OUTNUMBERED HERE. THERE'S NO SENSE IN ALL OF US GETTING CAPTURED--
--SEE IF YOU CAN FIND SOME HELP!
THAT "GHOST RIDER" GUY-- OR SOMEONE.



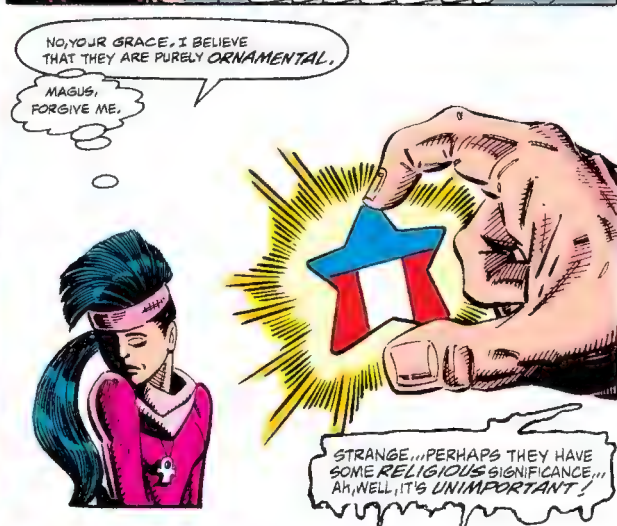
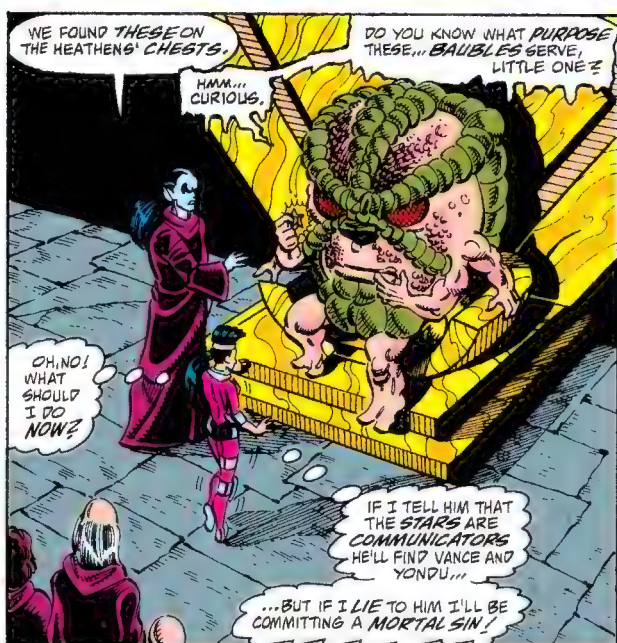
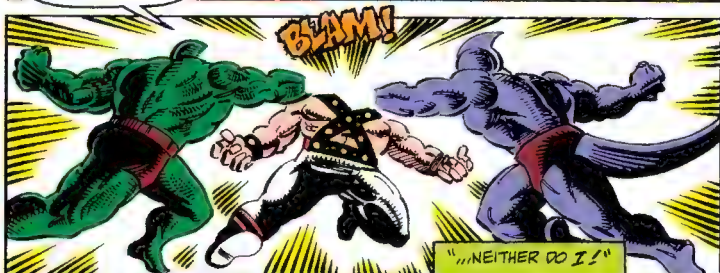
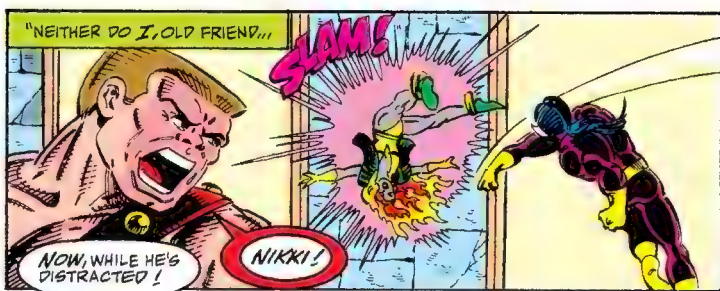
RIGHT--YOU EXPECT ME TO LEAVE YOU IN THE MIDDLE OF A FIGHT?
SOMEONE HAS TO!
WHY NOT YOU?

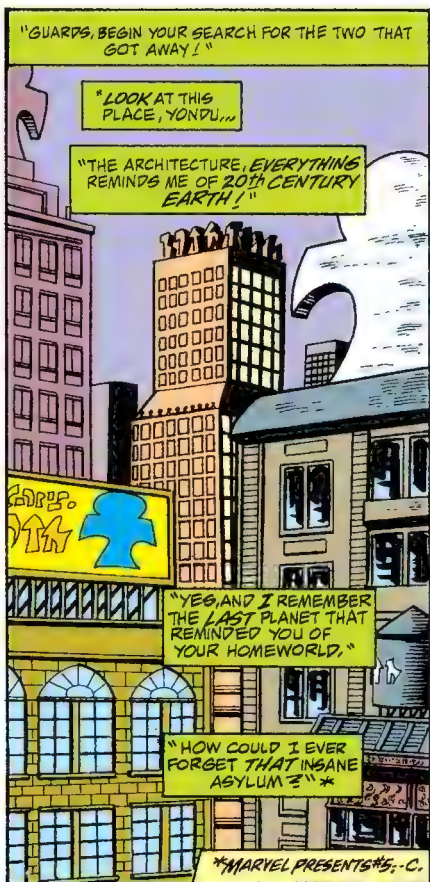


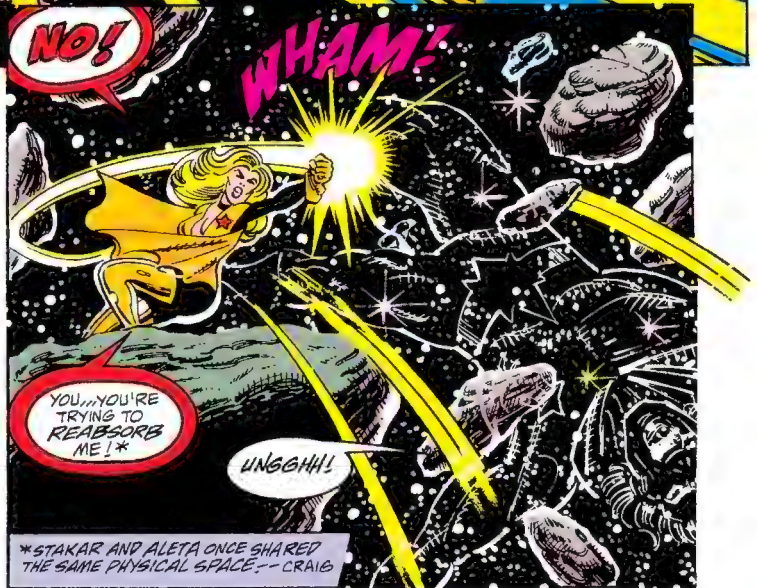
ARE YOU KIDDING? I LIVE FOR SCRAPES LIKE THIS!
CHARLIE!



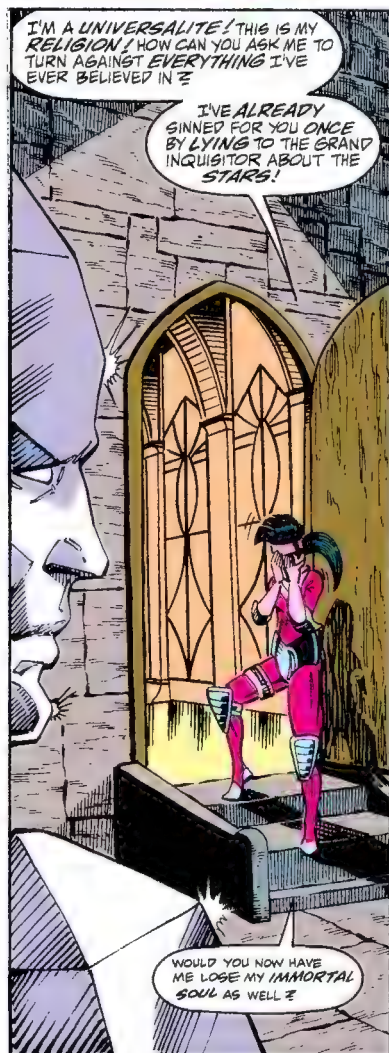
I HATE THIS... BUT HE'S RIGHT! C'MON, YONDU, YOU'RE WITH ME.
NO! IT IS COWARDLY TO LEAVE!
WE HAVE NO CHOICE. WE'VE GOT TO FIND SOME HELP OR WE'RE ALL DEAD!

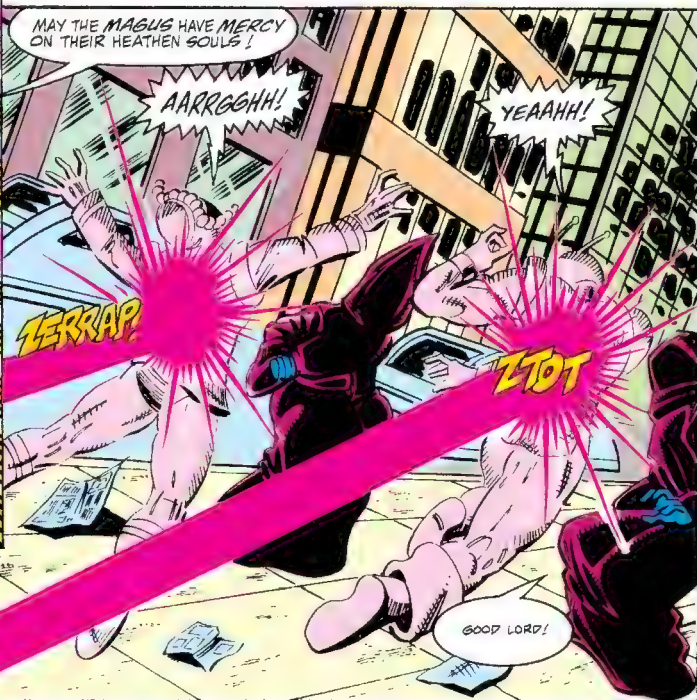




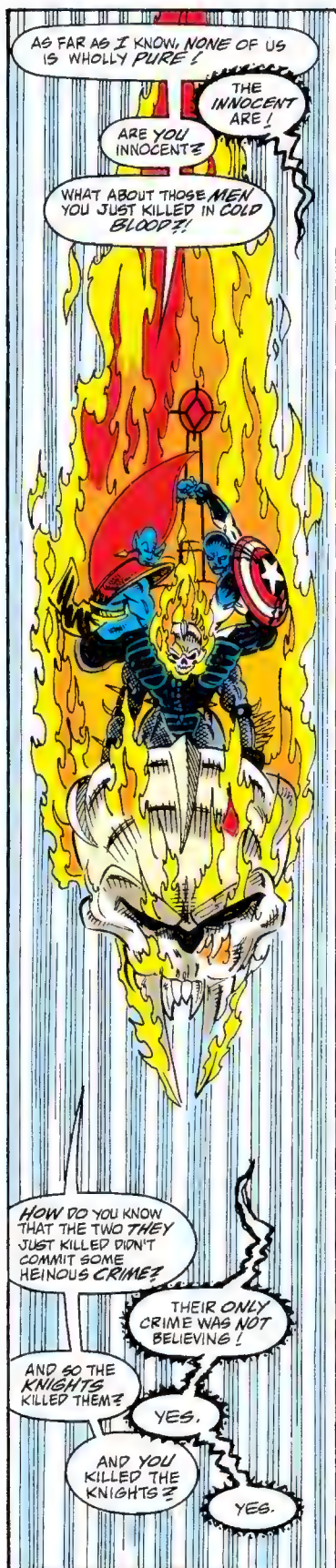












AS FAR AS I KNOW, NONE OF US IS WHOLLY PURE!

THE INNOCENT ARE!
ARE YOU INNOCENT?

WHAT ABOUT THOSE MEN YOU JUST KILLED IN COLD BLOOD?!

HOW DO YOU KNOW THAT THE TWO THEY JUST KILLED DIDN'T COMMIT SOME HEINOUS CRIME?

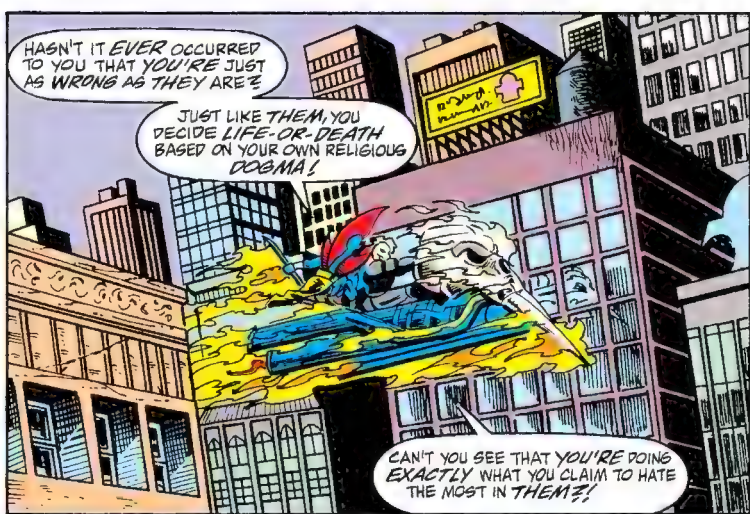
THEIR ONLY CRIME WAS NOT BELIEVING!

AND SO THE KNIGHTS KILLED THEM?

YES.

AND YOU KILLED THE KNIGHTS?

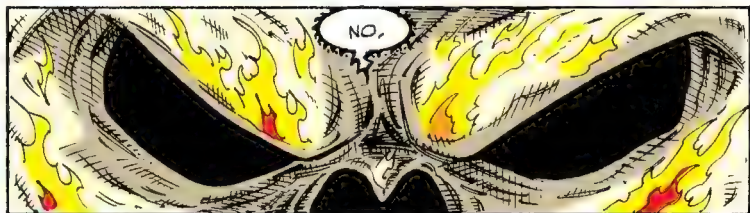
YES.



HASN'T IT EVER OCCURRED TO YOU THAT YOU'RE JUST AS WRONG AS THEY ARE?

JUST LIKE THEM, YOU DECIDE LIFE-OR-DEATH BASED ON YOUR OWN RELIGIOUS DOGMA!

CAN'T YOU SEE THAT YOU'RE DOING EXACTLY WHAT YOU CLAIM TO HATE THE MOST IN THEM?!



NO,



WHAT DO YOU NEED OF ME?

OUR FRIENDS HAVE BEEN CAPTURED.

I SEE.

YIIII!!

YONDU!

WHAT ARE YOU DOING? YOU NEARLY KNOCKED US BOTH OFF WITH THAT STUNT!

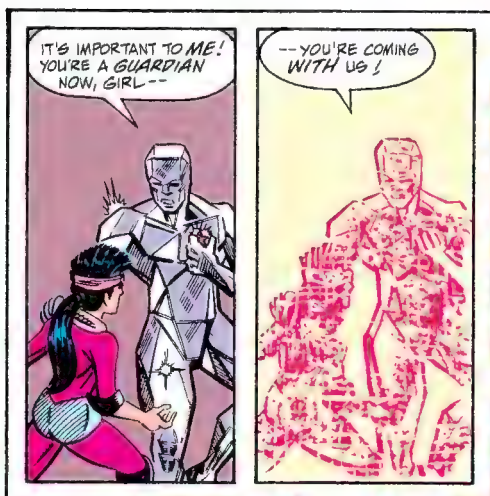


I AM GOING TO THE INDOCTRINATION CHAMBER, WHERE YOUR FRIENDS ARE, NO DOUBT, BEING HELD.

YOU WILL SEE FOR YOURSELF THE TRUE EVIL I HAVE TRIED TO WARN YOU OF--

--AND WHAT I MUST FIGHT!







VANCE, YONDU--YOU MADE IT!
WHAT ABOUT THE SPIRIT OF VENGEANCE?

HE'S STAYING, MARTY. BUT
I LEFT HIM WITH SOME-
THING TO THINK ABOUT!

I HAVE ALREADY
PLOTTED A COURSE.

I'VE GOT A SHIP
COMING UP OVER
THE PLANETARY
PERIMETER, MARTY!

GET US OUT OF
HERE FAST, CHARLIE!

WAIT A MINUTE, HERE! WHAT ARE
WE GONNA DO ABOUT THIS PLANET?

THEY NEED OUR HELP
DOWN THERE!

NO, NIKKI!
THEY
DON'T.

I WAS OUT THERE, I TALKED TO THEM. THE SPIRIT IS WRONG!
THESE PEOPLE ARE NOT OPPRESSED; THEY WANT THIS CHURCH. THEY
FOLLOW IT WILLINGLY.

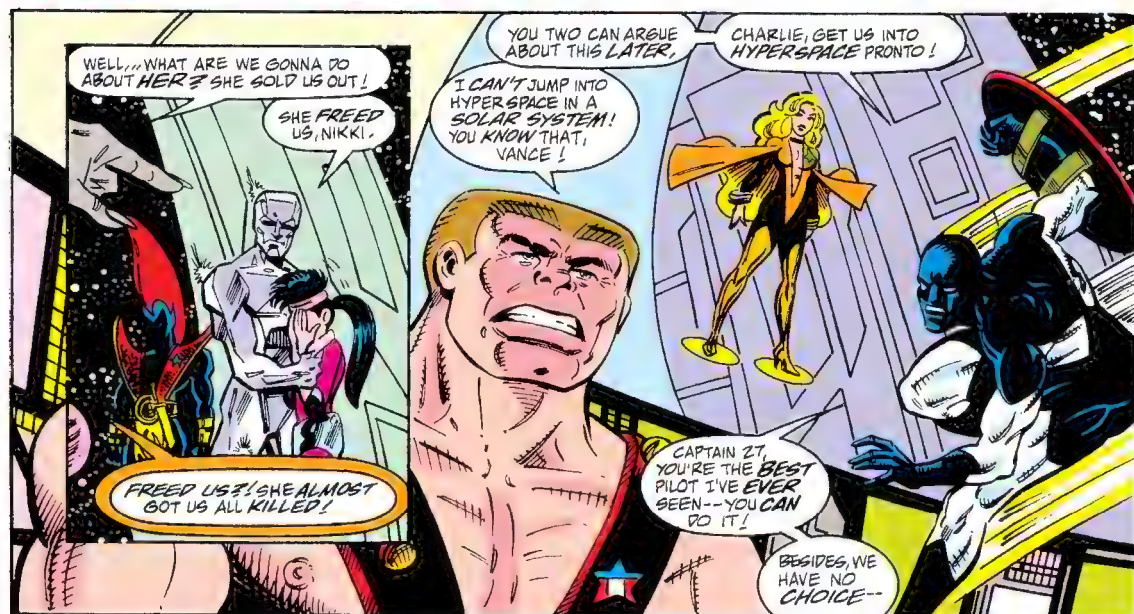
THEY JUST DON'T KNOW ANY BETTER, VANCE!
THEY'RE BRAINWASHED! IT'S UP TO US
TO DEPROGRAM THEM!

NO, WE HAVE NO MORE
RIGHT TO INFLICT OUR
VIEWS ON THEM, THAN
THEY ON US.

BUT THEY'RE
EVIL!

I WON'T
ARGUE
THAT--

--BUT STILL, WE
CAN'T LIBERATE A WORLD
THAT DOESN'T WANT TO
BE LIBERATED!



WELL...WHAT ARE WE GONNA DO
ABOUT HER? SHE SOLD US OUT!

SHE FREED
US, NIKKI.

FREED US?! SHE ALMOST
GOT US ALL KILLED!

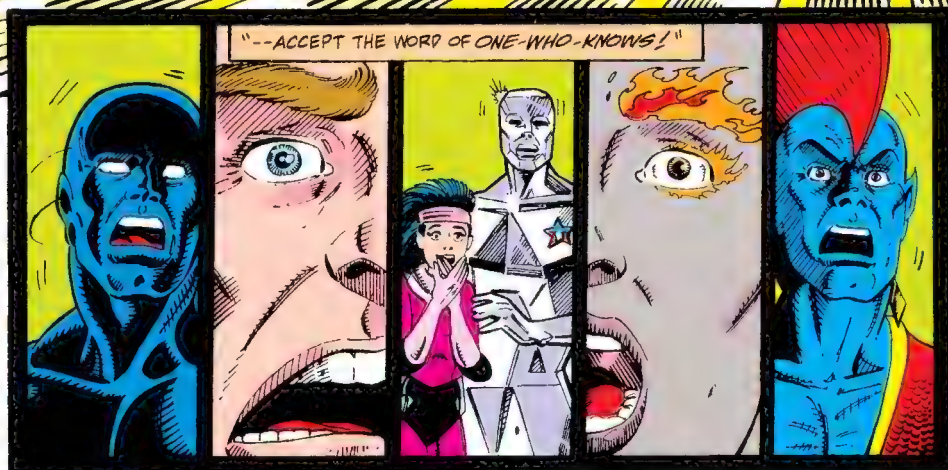
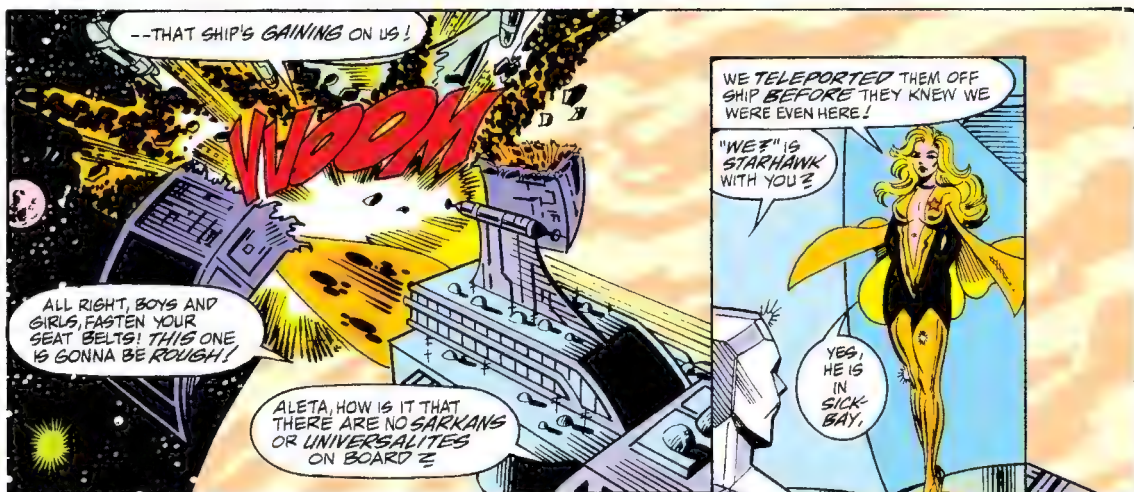
YOU TWO CAN ARGUE
ABOUT THIS LATER.

I CAN'T JUMP INTO
HYPERSPACE IN A
SOLAR SYSTEM!
YOU KNOW THAT,
VANCE!

CHARLIE, GET US INTO
HYPERSPACE PRONTO!

CAPTAIN ZT,
YOU'RE THE BEST
PILOT I'VE EVER
SEEN--YOU CAN
DO IT!

BESIDES, WE
HAVE NO
CHOICE--



NEXT ISSUE: FORCE! MALEVOLENCE!
THE HOMEWORLD OF THE UNIVERSAL
CHURCH OF TRUTH AND--

THE POWER OF THE... **PROTEGE**

AND DON'T MISS THE GUARDIANS OF THE
GALAXY ANNUAL AND THEIR GUEST-STARRING
ROLES IN THE FANTASTIC FOUR ANNUAL #24,
THOR ANNUAL #16, AND SILVER
SURFER ANNUAL #4!

ALL ON SALE NOW!

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PROLOGUE: PAST: IMPERFECT!

THE RECENT PAST...

MICHAEL KORVAC, A MAN OF THE 31ST CENTURY, HAD BEEN TURNED INTO A LIVING COMPUTER BY THE EVIL, GALAXY-CONQUERING RACE OF BADOON.

HE HAD ADOPTED THEIR LUST FOR CONQUEST BUT HIS AMBITIONS, LIKE THE BADOON'S, HAD BEEN CRUSHED BY THE VALIANT GUARDIANS OF THE GALAXY.

ON THE VERGE OF TOTAL DEFEAT, KORVAC FLED THROUGH TIME TO RECENT HISTORY WHERE HE DISCOVERED THE HOME BASE OF THE MIGHTY GALACTUS.

GALACTUS, A BEING SO POWERFUL HE DEVOURS PLANETS FOR SUSTENANCE. HIS SPACE STATION SO VAST PLANETS ORBIT IT AS THEY MIGHT A LIVING SUN.

KORVAC TELEPORTED WITHIN THE IMMENSE COMPLEX...

...PLUGGED HIS ELECTRONIC PROBE INTO THE STATION'S COMPUTER OUTPUT CONSOLE...

...AND ABSORBED KNOWLEDGE AS BOUNDLESS AS INFINITY. WITH INFINITE KNOWLEDGE CAME INFINITE POWER. KORVAC BECAME A GOD.

HE TRANSFORMED HIMSELF BACK TO HIS ORIGINAL APPEARANCE...

...SOUGHT OUT HIS HOME PLANET, EARTH, AND A WOMAN, CARINA WALTERS, IN WHOM HE FOUND COMFORT AND COMPANIONSHIP.

SAFELY ENSCONSED, KORVAC BEGAN TO MAKE HIS PLANS TO RESTRUCTURE THE UNIVERSE IN HIS OWN IMAGE--FREE OF CHAOS AND THE INJUSTICE OF CIVILIZATION.

THAT THIS GOAL WOULD ESSENTIALLY MEAN THE END OF ANY FREE WILL DID NOT TROUBLE KORVAC, FOR THAT SEEMED TO HIM, IN HIS INFINITE KNOWLEDGE, TO BE A SMALL ENOUGH SACRIFICE.

HOWEVER, ALERTED TO THE DANGER BY THE ALL-KNOWING STARHAWK AND HIS COMPANIONS, THE GUARDIANS OF THE GALAXY, THE EARTH'S MIGHTIEST SUPER-HEROES, THE AVENGERS WERE ENLISTED IN THE STRUGGLE.

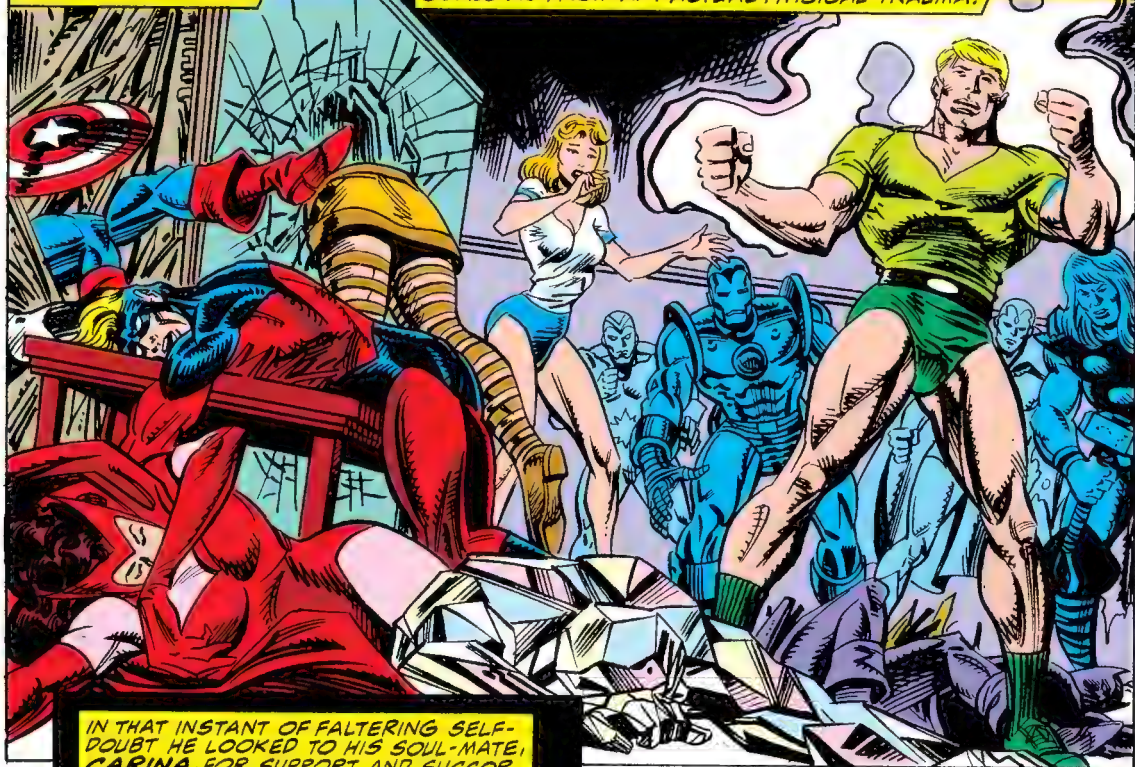
AND SOON, ONE OF THE GREATEST CONFRONTATIONS IN THE HISTORY OF EARTH TOOK PLACE IN AN UNASSUMING HOME IN FOREST HILLS GARDENS, QUEENS, NEW YORK. *



*ALL THESE EVENTS WERE CHRONICLED IN MUCH GREATER DETAIL IN THE PAGES OF THE AVENGERS' OWN COMIC, ISSUES 167, 168, 170-177 AND IN THE RECENT TRADE PAPERBACK, THE KORVAC SAGA.
--ALL-KNOWING RALF

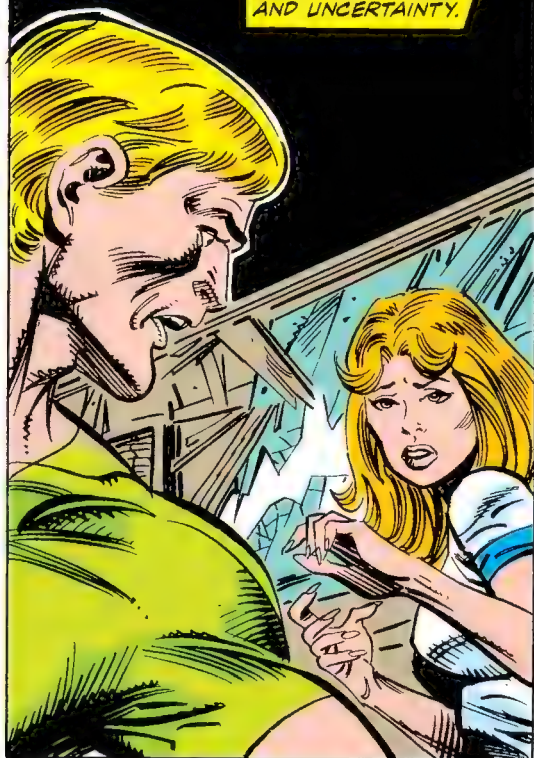
THE COMBAT WAS BRIEF, IN A HANDFUL OF SECONDS ALL BUT A FEW OF EARTH'S DEFENDERS LAY DEAD OR DYING...

BUT THE ONSLAUGHT SEEMED TO HAVE TAKEN ITS TOLL ON KORVAC, AS WELL. HE STAGGERED, PERHAPS AS MUCH FROM THE REALIZATION THAT ANYONE WOULD OPPOSE HIS "BENIGN" GOALS AS FROM ANY ACTUAL PHYSICAL TRAUMA.

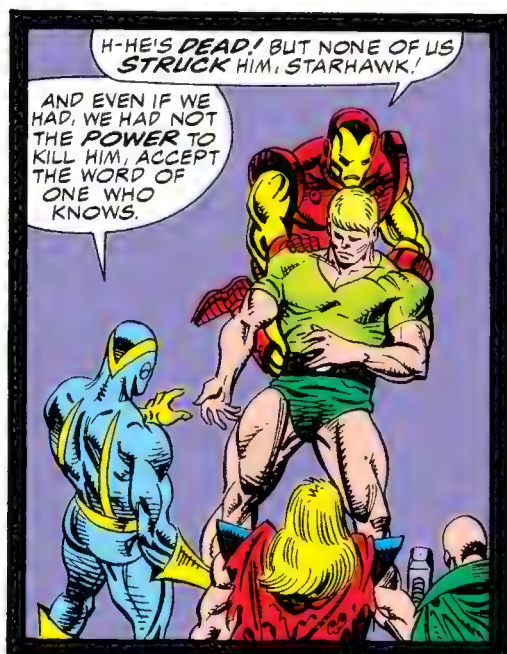


IN THAT INSTANT OF FALTERING SELF-DOUBT HE LOOKED TO HIS SOUL-MATE, CARINA, FOR SUPPORT AND SUCCOR...

...AND IN HER GAZE FOUND ONLY DOUBT AND UNCERTAINTY.



THUS SHE SEALED THE DOOM OF HER BELOVED...



H-HE'S DEAD! BUT NONE OF US STRUCK HIM, STARHAWK!

AND EVEN IF WE HAD, WE HAD NOT THE POWER TO KILL HIM, ACCEPT THE WORD OF ONE WHO KNOWS.

OR SO IT SEEMED...

FOR IN TRUTH, AT JUST ABOUT THIS TIME, MIGHTY GALACTUS, NEWLY-SATED FROM HIS FEAST OF A DEAD WORLD, HAD RETURNED TO HIS SPACE STATION BASE.

THE GREAT BEING SENSED THAT SOMETHING WAS AMISS.

HIS SANCTUM HAD BEEN INVADED, ITS SECURITY BREACHED

BUT UNLIKE A COMMON MORTAL WHO RETURNS TO FIND HIS HOME INVADED, VIOLATED, HE DID NOT RANT NOR RAVE, NOR SUMMON SOME INTER-GALACTIC POLICE FORCE...

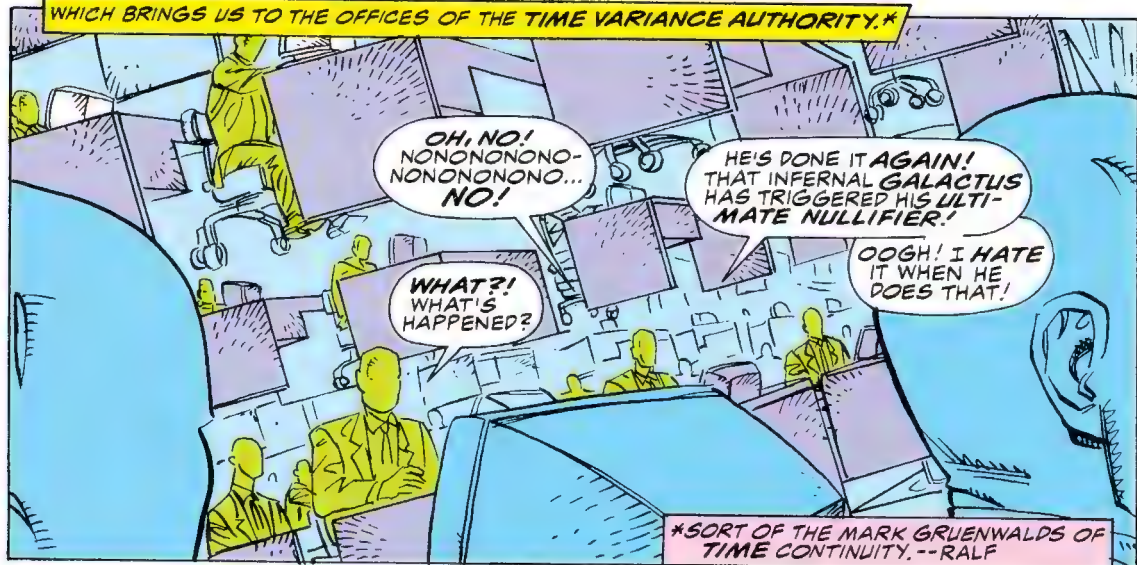
...INSTEAD, HE CALMLY PICKED UP HIS ULTIMATE NULLIFIER FROM ITS PLACE OF CONCEALMENT...

...AND LAUNCHED ITS OMNI-POTENT BEAMS.

BEAMS THAT WOULD NOT MERELY KILL THE OFFENDING PARTY, BUT WOULD UTTERLY WIPE HIM FROM EXISTENCE.

IT WOULD BE AS IF KORVAC NEVER EXISTED-- WAS NEVER BORN. KORVAC AND ALL ACTIONS HE TOOK DURING HIS LIFETIME WOULD CEASE TO HAVE BEEN, AND THE EFFECTS OF THOSE ACTIONS WOULD LIKEWISE BE NULLIFIED.

WHICH BRINGS US TO THE OFFICES OF THE TIME VARIANCE AUTHORITY.*



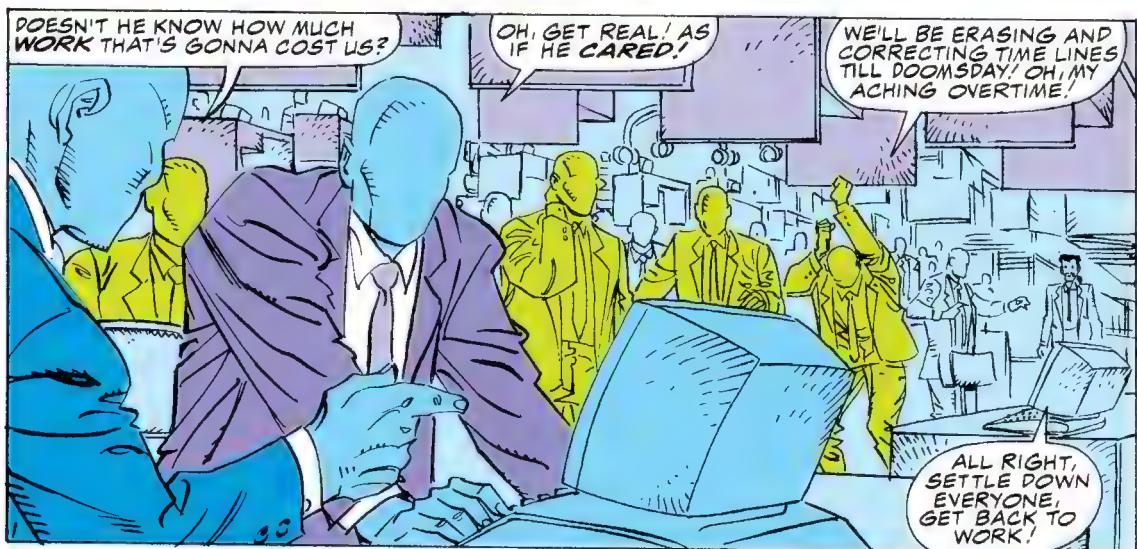
OH, NO!
NONONONONO-
NONONONONO...
NO!

HE'S DONE IT AGAIN!
THAT INFERNAL GALACTUS
HAS TRIGGERED HIS ULTI-
MATE NULLIFIER!

OOGH! I HATE
IT WHEN HE
DOES THAT!

WHAT?!
WHAT'S
HAPPENED?

*SORT OF THE MARK GRUENWALDS OF
TIME CONTINUITY. --RALF



DOESN'T HE KNOW HOW MUCH
WORK THAT'S GONNA COST US?

OH, GET REAL! AS
IF HE CARED!

WE'LL BE ERASING AND
CORRECTING TIME LINES
TILL DOOMSDAY! OH, MY
ACHING OVERTIME!

ALL RIGHT,
SETTLE DOWN
EVERYONE,
GET BACK TO
WORK!



BUT SUPERVISOR, CAN'T WE
MAKE HIM STOP USING THAT
THING? WE'VE GOT THE
AUTHORITY.

THAT'S RIGHT
WE'VE GOT THE
AUTHORITY, NOW
WHO'S GOING TO
TELL GALACTUS,
YOU?



ER... GEE, I'D
BETTER GET
BACK TO IT!

ME, TOO. LOOK
HOW THINGS I'VE
PILED UP.

ACTUALLY,
THAT OVERTIME
PAY COULD
COME IN HANDY.



THAT'S WHAT I
THOUGHT.

SO WE RETURN TO THE AFOREMENTIONED HOUSE IN QUEENS, MERE MOMENTS BEFORE KORVAC DIED, STILL IN THE MIDST OF THE LIFE-AND-DEATH BATTLE WITH THE FEW SURVIVING HEROES...

I--I SENSE SOMETHING...
A POWER... COMING
FOR ME...

IT WILL WIPE ME FROM
EXISTENCE. GALACTUS
IS ITS AUTHOR AND EVEN
HE COULD NOT WITH-
STAND IT.

BRIEFLY HE WRESTLES
WITH THE IDEA OF
RESISTING THE
NULLIFIER...

PERHAPS, WITH THE
HELP OF CARINA,
WHOSE POWER NEARLY
MATCHES MINE, WE
COULD OVERCOME...

BUT AS HE SEEKS OUT THE
SUPPORT HE NEEDS IN HIS
BELOVED HE SEES THE
DOUBT IN HER EYES.

WITH THAT THOUGHT, KORVAC
PLANTS AN IRRESISTIBLE
SUBLIMINAL IMPULSE IN
THOR, THE THUNDER GOD--

SENDS A BURST OF POWER
TO RESTORE THE FALLEN
HEROES--

THE ONE BEING I THOUGHT
I COULD TRUST... EVEN
LOVE, BETRAYS ME. SO BE
IT, I SHALL SEE THAT SUCH
WEAKNESS DOES NOT
PLAGUE ME AGAIN.

-- THEN KILLS HIMSELF BEFORE
THE BEAMS OF THE ULTIMATE
NULLIFIER CAN REACH HIM AND
TAKE EFFECT.

BUT NOT BEFORE HE EMITS AN INVISIBLE BURST CONTAINING HIS KNOWLEDGE, PERSONALITY, AND COSMIC POWER...

A COSMIC GENE PACKET WHICH WILL SEEK OUT A GENETIC ANCESTOR OF MICHAEL KORVAC AND IMBUE HIM WITH THE GOD-LIKE POWER.

AND THIS KNOWLEDGE AND POWER WILL BE PASSED ON FROM GENERATION TO GENERATION UNTIL IT RETURNS TO KORVAC AT THE TIME OF HIS BIRTH IN THE 31ST CENTURY.

THUS EMPOWERED FROM BIRTH, KORVAC WILL BE ABLE TO DESTROY GALACTUS BEFORE HE CAN USE HIS ULTIMATE NULLIFIER.

IN THE MEANTIME, CARINA, DEVASTATED BY THE LOSS OF HER LOVE, LASHES OUT AGAINST THE AVENGERS WITH POWER ONLY THE DAUGHTER OF AN ELDER OF THE UNIVERSE (FOR SUCH SHE IS) COULD GENERATE.

BUT THEN, IN HER GRIEF, SHE HESITATES... AND IS LOST!

OD'S BLOOD, MY HAMMER DID STRIKE 'GAINST MY WILL!

KRAKOOM!

BUT NOT AGAINST THE WILL OF KORVAC! THIS WAS KORVAC'S LAST REMAINING HUMAN FRAILTY EXPUNGED FROM HIS BEING.

WHILE AT THE T.V.A....

HEY... LOOK AT THIS, KORVAC'S KILLED HIMSELF!

GOOD DEAL!

ALL RIGHT!

THAT'LL SAVE US SOME WORK...

THANK GOODNESS

EPILOGUE... OVER A THOUSAND YEARS AFTER THESE EVENTS OCCURRED THE GUARDIANS OF THE GALAXY FIGHT THE CONQUERING HORDES OF THE SINISTER BADOON! ALL IN ALL YOU COULD DESCRIBE THE SITUATION AS...

FUTURE: TENSE!

(OR...THE ONE WHO DOESN'T KNOW!)

ONWARD, GUARDIANS! OUR VICTORY IS ASSURED-- ACCEPT THE WORD OF ONE WHO KNOWS!

WISE STARHAWK SPEAKS, AND YONDU HEEDS HIS WORDS.

JUST MAKE SURE YOU DIRECT YOUR YAKA ARROW AT THE BADOON, NOT AT US!

YOU TELL 'IM, MARTINEX, AND WHILE YOU'RE AT IT, MAKE SURE YOUR HOT AND COLD RUNNING BLAST BEAMS KEEP AWAY FROM ME! VANCE ASTRO HASN'T LIVED A THOUSAND YEARS TO HAVE ONE OF HIS BUDDIES CANCEL HIS CHECK!

LESS TALK, MORE FIGHTING, RIGHT, NIKKI?

YESSIR, MR. CHARLIE 27, SIR!

AWWRRRK!

THE EVENTS OF THIS STORY OCCUR BEFORE THE CURRENT GUARDIANS OF THE GALAXY SERIES-- NOT-SO-CURRENT RALF



SUDDENLY...

AAAAAAAAGH!

GOT HIM, NIKKI! I DON'T SEE ANY BLASTER BURNS!

WHAT IS WRONG, MY COMRADE?

I--I DON'T KNOW...

STARHAWK!
HE'S FALLING!



WELL, YOU'RE NOT WOUNDED. ARE YOU FEELING ILL, OR...

NO! I DON'T KNOW!

I AM THE ONE WHO KNOWS AND YET...



...SUDDENLY I HAVE NO KNOWLEDGE OF OUR TIMELINE!

I SENSED A CONFLICT WITH MICHAEL KORVAC ...AND THEN MY KNOWLEDGE JUST SHUT DOWN, AS IF OUR REALITY NO LONGER EXISTS BEYOND THE NEXT FEW HOURS.



IF THAT IS SO, THEN THE UNIVERSE AS WE KNOW IT IS IN GRAVE DANGER INDEED!

KORVAC?! BUT HE'S DEAD!
WE TOTALLED THE GUY WITH
THE HELP OF THE
AVENGERS!

ER... DIDN'T WE?

HE DID, INDEED, DIE
IN THAT CLASH-- BUT
BY HIS OWN HAND,
AND THOUGH DEAD,
HE DID NOT CEASE
TO EXIST. THAT
MUCH I KNOW--
BUT BEYOND THAT,
MY KNOWLEDGE
CEASES.

HUH?

YOU WANT
TO RUN THAT
BY US AGAIN,
STAKAR?

ENOUGH, VANCE.

SO THE THREAT OF
MICHAEL KORVAC STILL
EXISTS. WHAT MUST WE DO,
STARHAWK, GO BACK IN
TIME AND RE-ENLIST THE
AVENGERS IN A SECOND
ATTEMPT TO DEFEAT
HIM?

NO. THE
AVENGERS,
THOUGH
TRUE AND
MIGHTY
WARRIORS,
HAD NOT
SUFFICIENT
RESOURCES
TO DESTROY
KORVAC.

WE MUST AGAIN TRAVEL
BACK IN TIME TO KOR-
VAC'S LAST LIVING
MOMENTS. PERHAPS WE
WILL HAVE TO FACE HIM
ALONE THIS TIME OR...

...OR PERHAPS AS WE
APPROACH THAT TIME
NEXUS MY KNOWLEDGE
WILL RETURN AND I
SHALL BE BETTER ABLE
TO CHOOSE ALLIES.

LEAVING THE MOP-UP OPERATIONS AT THE BADOOON OUTPOST TO OTHER FREEDOM FIGHTERS, THE GUARDIANS GUIDE THEIR SHUTTLE SHIP BACK TO THE IMMENSE SPACE STATION HEAD-QUARTERS FONDLY KNOWN AS DRY DOCK.

HATED TO LEAVE IN THE MIDDLE OF A FIGHT, CHUNKY.

I KNOW WHAT YOU MEAN, NIKKI, BUT IF STARHAWK'S RIGHT, OUR WHOLE UNIVERSE IS AT STAKE!

TRUE, LITTLE ONE. IT IS SIMPLY A MATTER OF PRIORITIES.

HEY, WATCH THAT "LITTLE ONE" STUFF, MARTY, OR THEY'LL BE CLEANING GLASS SHARDS OUTTA THE CONTROL BOARD FOR A WEEK!

KNOCK IT OFF, YOU GUYS! WE'RE PREPPING TO WARP BACK THROUGH TIME AND I'VE GOT TO MAKE SURE MY CALCULATIONS ARE ON THE MONEY.

WHAT DOES THE CURRENCY OF EXCHANGE HAVE TO DO WITH TIME TRAVEL, VANCE?

NEVER MIND, YONDU, JUST FORGET !!!!!!!!!!!

ZWORRRRFF!

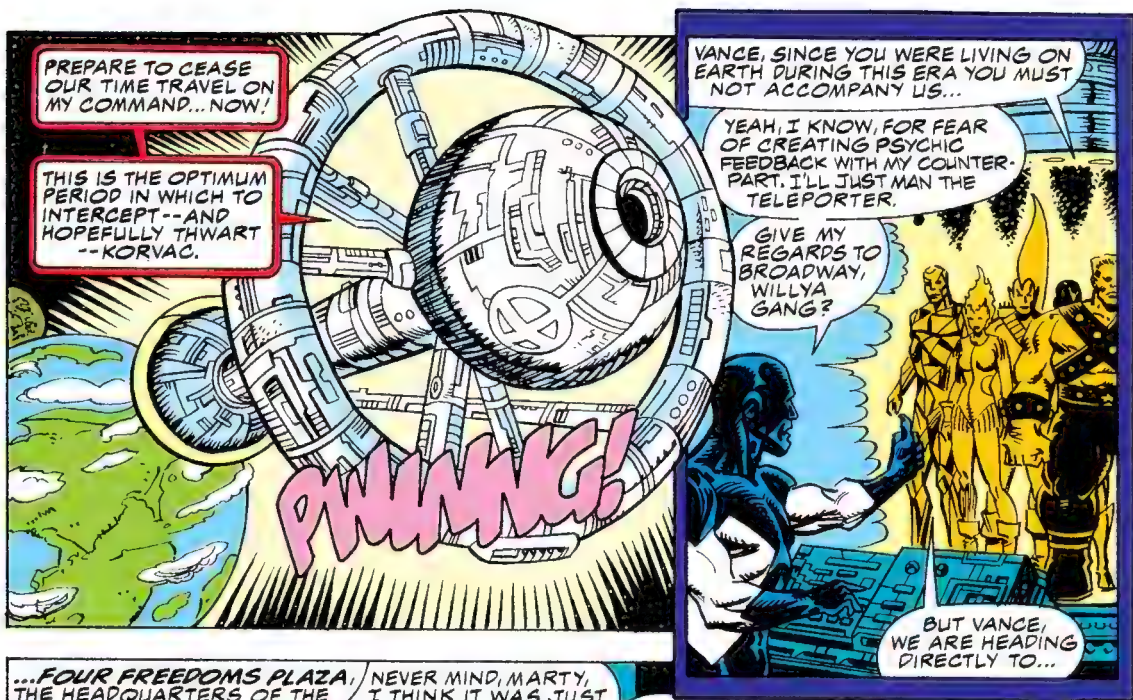
THE TIME WARP BEGINS AND...

HOLD! SUDDENLY I AM AWARE OF A TIMELINE IN WHICH GALACTUS'S APPETITE BECAME INSATIABLE AND IT THREATENED TO CONSUME ALL EXISTENCE.

BUT THIS TIMELINE CAME TO AN ABRUPT END AS THE FANTASTIC FOUR FOUND A WAY TO NULLIFY THE PLANET-EATER.*

HERE THEN ARE ALLIES WHO MAY AID US IN OUR QUEST!

*AS WITNESSED IN THE SENSES-SHATTERING FF #34! -- FREELANCER-CONSUMING RALF



PREPARE TO CEASE
OUR TIME TRAVEL ON
MY COMMAND...NOW!

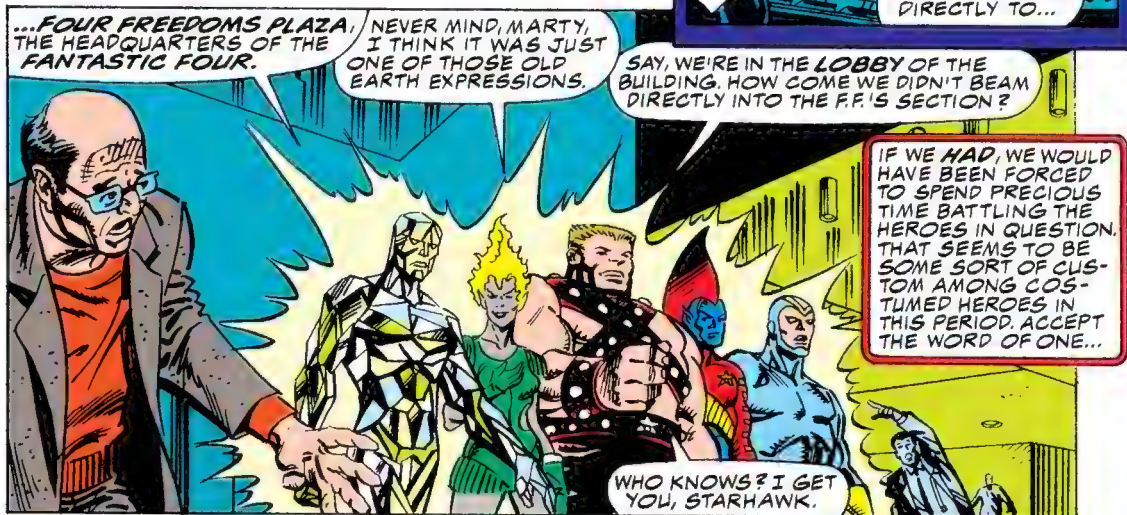
THIS IS THE OPTIMUM
PERIOD IN WHICH TO
INTERCEPT--AND
HOPEFULLY THWART
--KORVAC.

VANCE, SINCE YOU WERE LIVING ON
EARTH DURING THIS ERA YOU MUST
NOT ACCOMPANY US...

YEAH, I KNOW, FOR FEAR
OF CREATING PSYCHIC
FEEDBACK WITH MY COUNTER-
PART. I'LL JUST MAN THE
TELEPORTER.

GIVE MY
REGARDS TO
BROADWAY,
WILLYA
GANG?

BUT VANCE,
WE ARE HEADING
DIRECTLY TO...



...FOUR FREEDOMS PLAZA,
THE HEADQUARTERS OF THE
FANTASTIC FOUR.

NEVER MIND, MARTY,
I THINK IT WAS JUST
ONE OF THOSE OLD
EARTH EXPRESSIONS.

SAY, WE'RE IN THE LOBBY OF THE
BUILDING. HOW COME WE DIDN'T BEAM
DIRECTLY INTO THE F.F.'S SECTION?

IF WE *HAD*, WE WOULD
HAVE BEEN FORCED
TO SPEND PRECIOUS
TIME BATTLING THE
HEROES IN QUESTION.
THAT SEEMS TO BE
SOME SORT OF CUS-
TOM AMONG COS-
TUMED HEROES IN
THIS PERIOD. ACCEPT
THE WORD OF ONE...

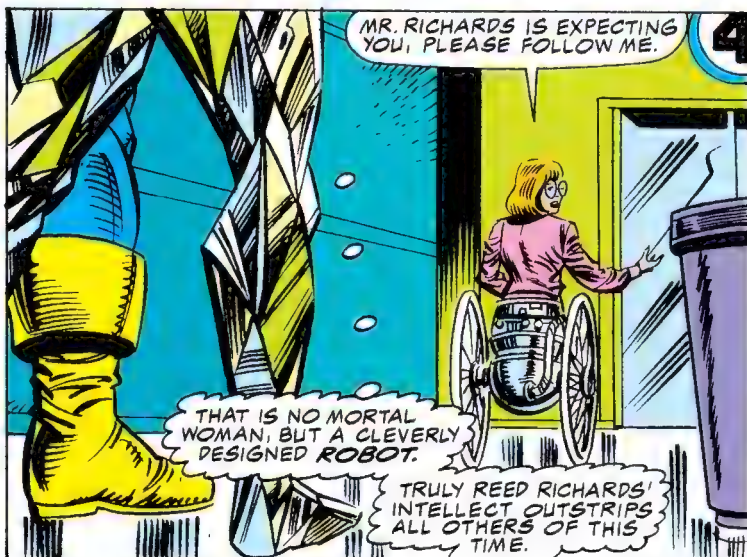
WHO KNOWS? I GET
YOU, STARHAWK.



SHORTLY, IN THE RECEPTION
AREA OF THE FF'S HQ...

PLEASE INFORM MR. RICHARDS
THAT THE GUARDIANS OF THE
GALAXY MUST SPEAK WITH HIM
ON A MATTER OF GRAVE
URGENCY.

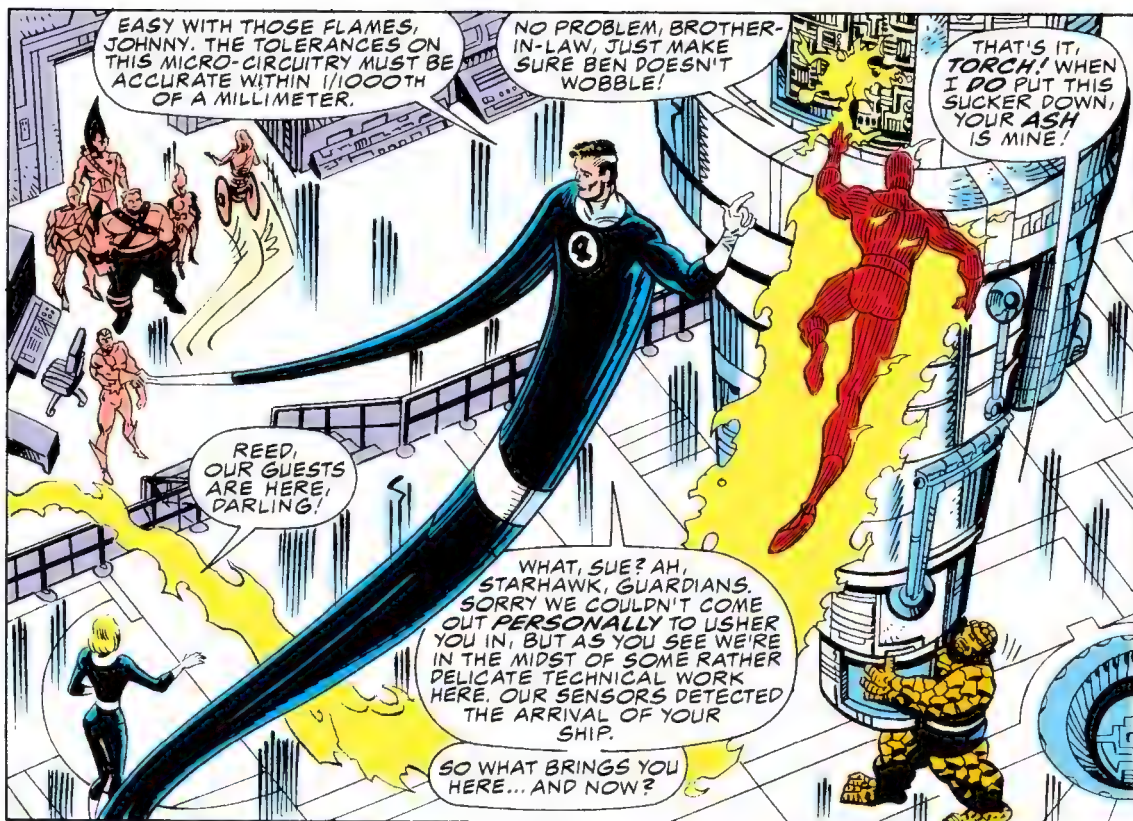
OF
COURSE.



MR. RICHARDS IS EXPECTING
YOU, PLEASE FOLLOW ME.

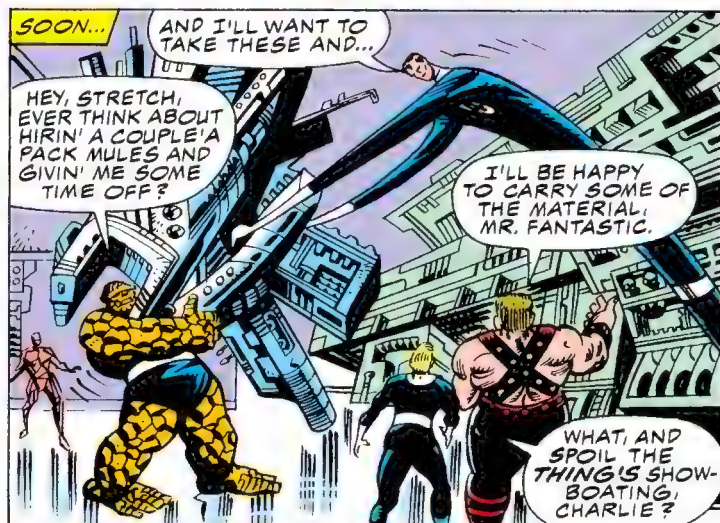
THAT IS NO MORTAL
WOMAN, BUT A CLEVERLY
DESIGNED ROBOT.

TRULY REED RICHARDS'
INTELLECT OUTSTRIPS
ALL OTHERS OF THIS
TIME.



EXPLANATIONS ARE MADE AND...

SO YOU SEE, REED RICHARDS, WE FEAR FOR THE INTEGRITY OF THIS ENTIRE TIMELINE IF WE CANNOT LOCATE AND SOMEHOW NEGATE THE INFLUENCE OF MICHAEL KORVAC. ACCEPT THE WORD OF ONE WHO KNOWS.



SHORTLY A TELEPORTATION BEAM LANCES SKYWARD FROM THE MANHATTAN HEADQUARTERS OF THE FANTASTIC FOUR...

...BEARING ITS PASSENGERS TO THE MASSIVE DRY DOCK, WHICH DESPITE ITS VAST SIZE HAS BEEN SHIELDED FROM EARTH'S NORMAL DETECTION DEVICES.

ER... GREETINGS, EARTHLINGS. LET ME TAKE YOU TO OUR SCIENCE LABS WITH ALL THAT HARDWARE.

YOUR ADVANCED EQUIPMENT SHOULD MAKE THIS RELATIVELY EASY, GUARDIANS. BUT HOW MUCH TIME DO YOU ESTIMATE WE HAVE BEFORE THIS THREAT FROM KORVAC MATERIALIZES?

AND SOON, WITH THE HELP OF THE TECHNICALLY ADEPT MARTINEX, REED RICHARDS IS HARD AT WORK IN THE HEART OF DRY DOCK.

BECAUSE THE FUTURE HAS BECOME CLOUDED, IT IS DIFFICULT TO SAY. A MATTER OF DAYS, I THINK.

HMM. IN THAT CASE WE'LL WANT TO LOCATE DR. HANK PYM. I'LL NEED HIS HELP WITH SOME OF THIS. SUSAN CAN HELP YOU FIND HIM.

THREE DAYS LATER...

WELL, THIS PART WAS FAIRLY EASY. THIS SUB-PHOTONIC SPECTRO-ANALYZER WE GOT FROM SOME SKRULLS RECENTLY* HAS BEEN ADAPTED TO THE ENERGY CONFIGURATIONS OF GALACTUS.

SINCE THAT POWER IS THE SOURCE OF KORVAC'S WE SHOULD BE ABLE TO TRACK HIM WITH NO DIFFICULTY.

AS FOR MAJOR ASTRO, SINCE WE MAY VERY WELL HAVE NEED OF HIS PSYCHO-KINETIC ABILITIES, I'VE RIGGED UP THIS SELF-CONTAINED TIME REDUNDANCY/PROBABILITY FIELD PROJECTOR FOR HIM.

AND I BELIEVE THAT'S WHERE I COME IN, THING.

HOLY-- HAVE YA SNAPPED A SYNAPSE OR SOMETHIN', REED? THAT THING'S HUGE! I'D HAVE A HARD TIME HAULIN' IT AROUND. LET ALONE VANCE HERE.

*SEE FF# 347.--MECHANISM-MINDED MAC



BUT NO SENSE WASTING MORE TIME WITH LONG-WINDED EXPLANATIONS.

THIS IS ONE OF THE DEVICES YOU NEED MINIATURIZED?

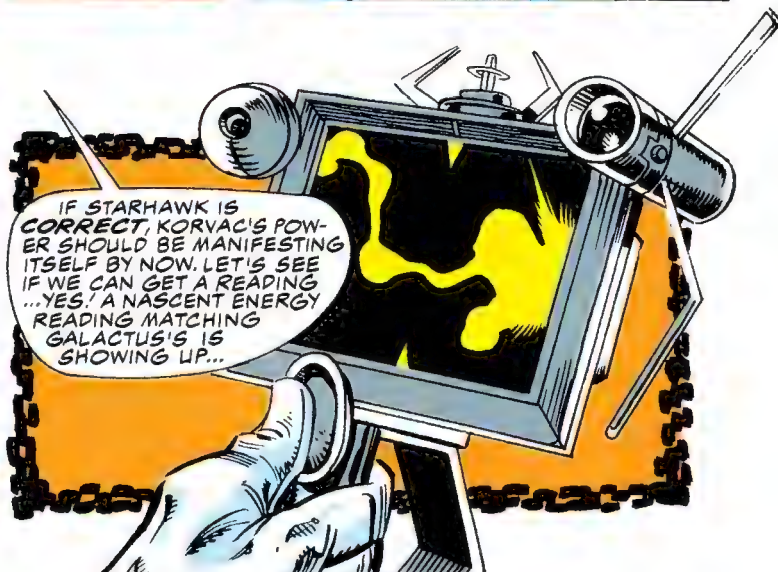
WELL, FOR THE MAN WHO--AS ANT-MAN, GIANT-MAN, ET AL--USED TO BE ABLE TO CONTROL HIS OWN SIZE, MY RELATED REDUCTION POWERS PROVIDE JUST THE "TOUCH" YOU NEED.

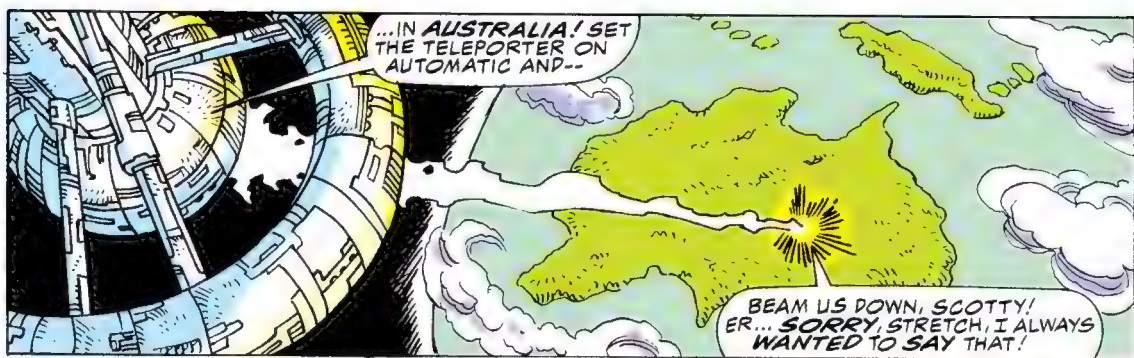
VOILA! AND RICHARD SIMMONS WATCH OUT, YOU'VE GOT SERIOUS COMPETITION!

THANKS, DR. PYM, NOW I WON'T HAVE TO SIT THIS ONE OUT.

ANYTIME, MAJOR ASTRO...

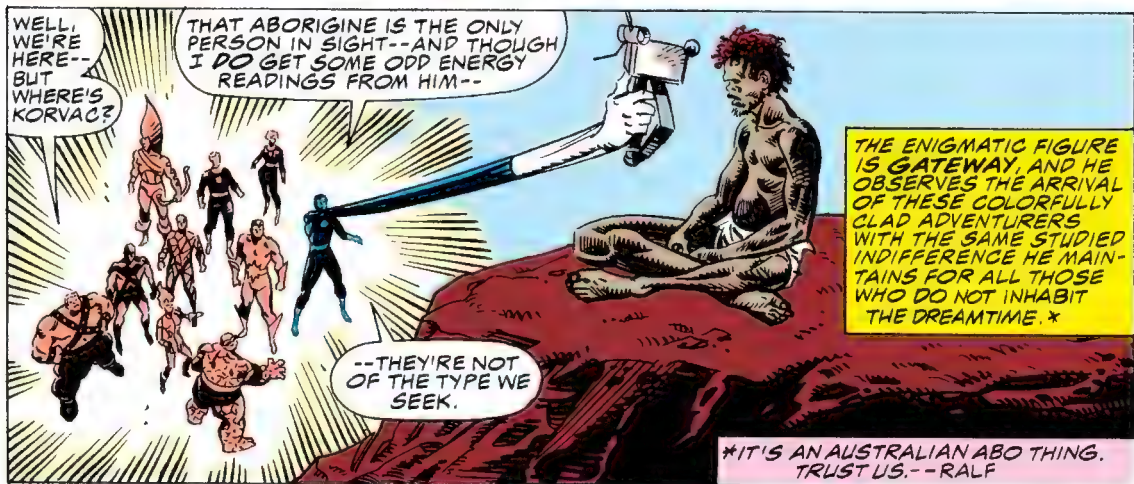
I HAVE ONE MORE ITEM THAT NEEDS YOUR ATTENTION, HANK. IT'S IN THE ADJACENT LAB.





...IN AUSTRALIA! SET THE TELEPORTER ON AUTOMATIC AND--

BEAM US DOWN, SCOTTY! ER... SORRY, STRETCH, I ALWAYS WANTED TO SAY THAT!



WELL, WE'RE HERE-- BUT WHERE'S KORVAC?

THAT ABORIGINE IS THE ONLY PERSON IN SIGHT--AND THOUGH I DO GET SOME ODD ENERGY READINGS FROM HIM--

--THEY'RE NOT OF THE TYPE WE SEEK.

THE ENIGMATIC FIGURE IS GATEWAY, AND HE OBSERVES THE ARRIVAL OF THESE COLORFULLY CLAD ADVENTURERS WITH THE SAME STUDIED INDIFFERENCE HE MAINTAINS FOR ALL THOSE WHO DO NOT INHABIT THE DREAMTIME. *

*IT'S AN AUSTRALIAN ABO THING. TRUST US.--RALF

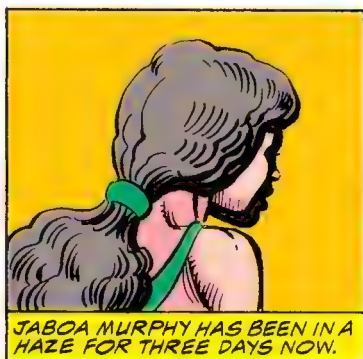
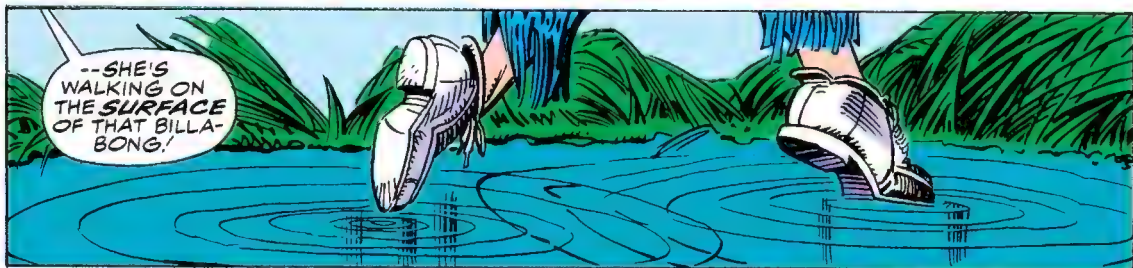
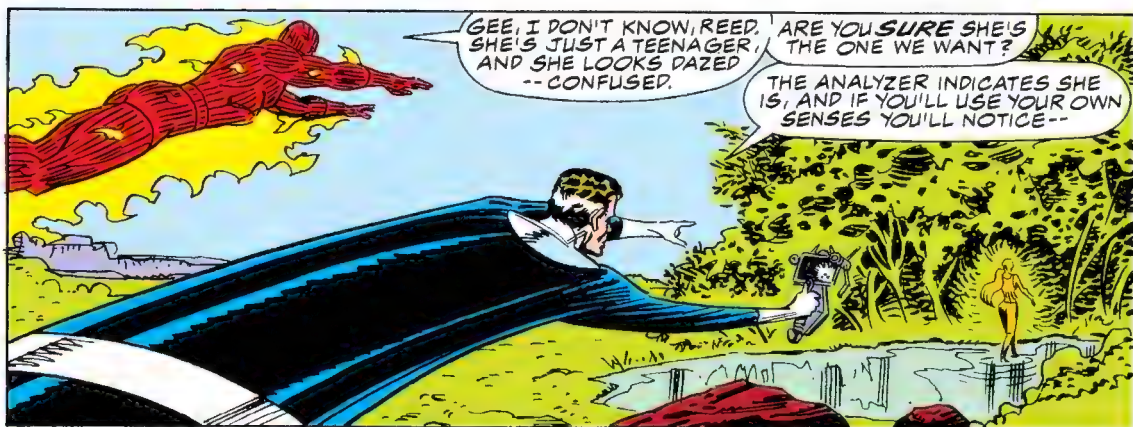


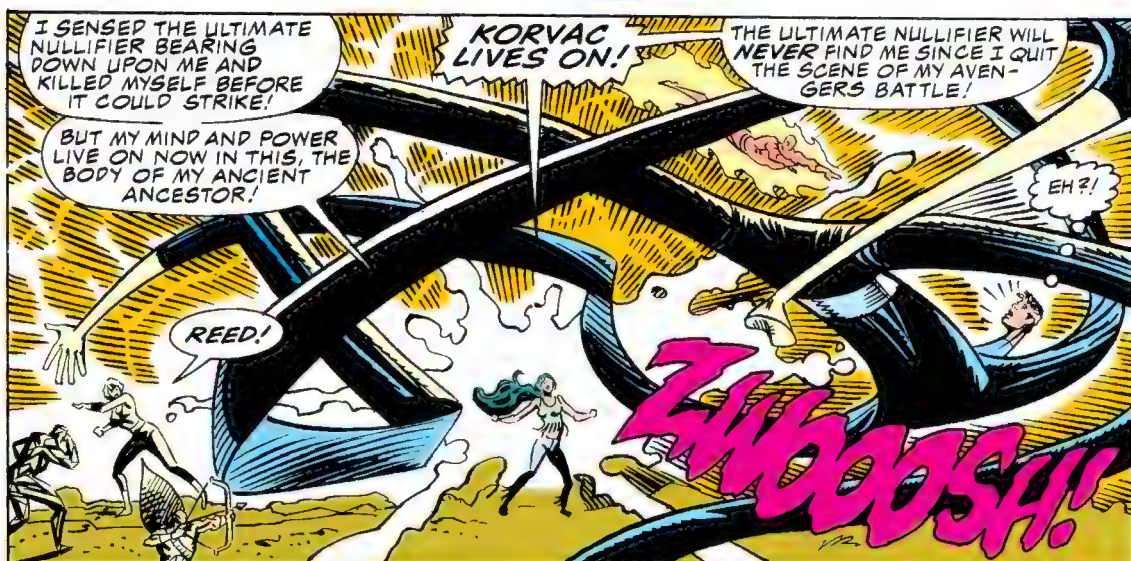
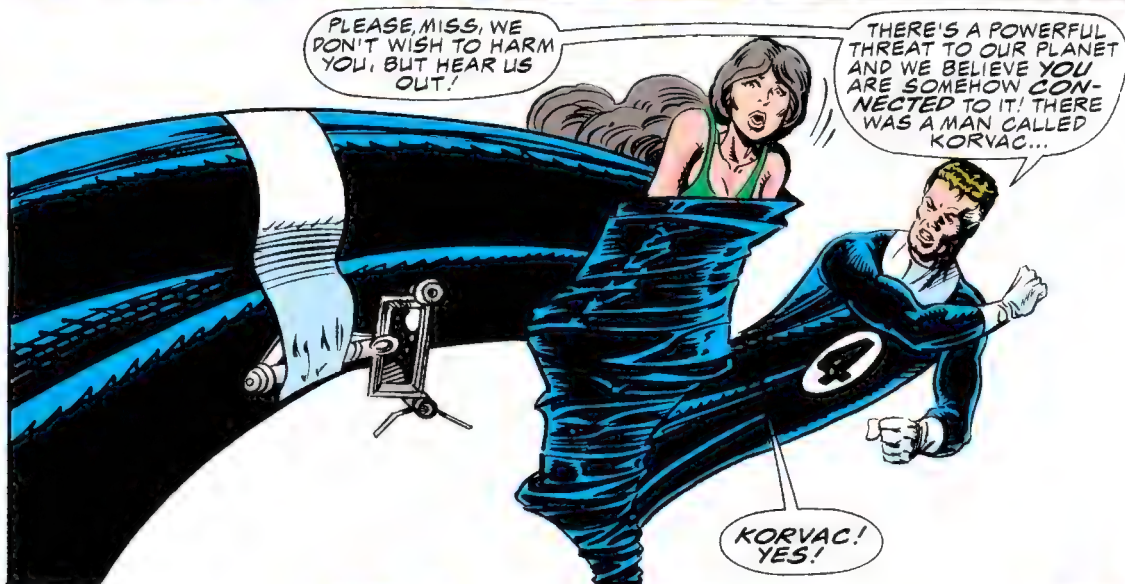
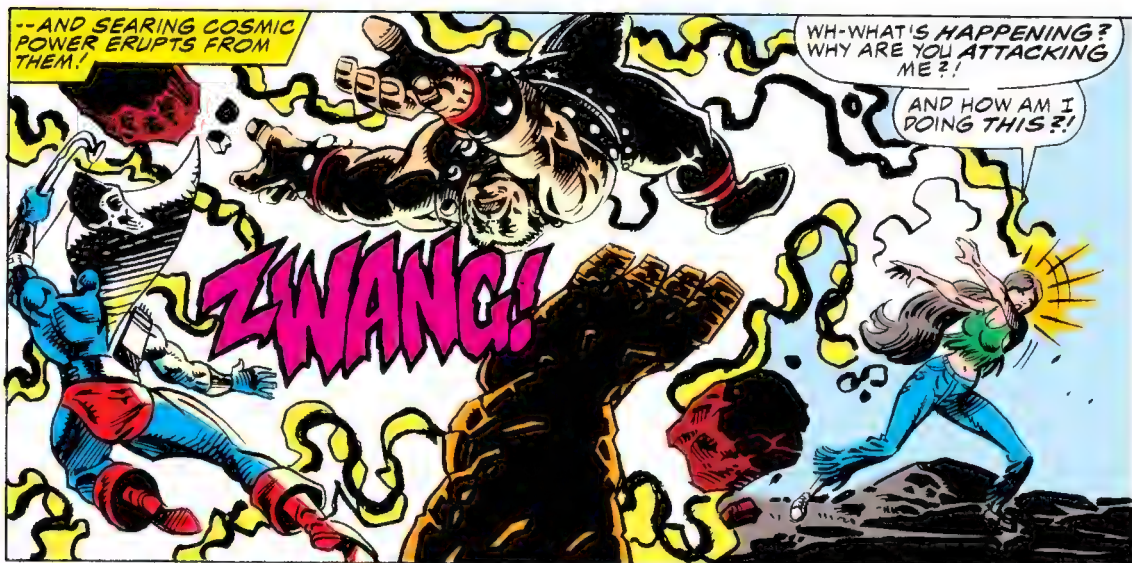
THOUGH MY KNOWLEDGE STILL HAS HOLES AND GAPS...THERE IS SOMETHING-- SOMEONE-- NEARBY...

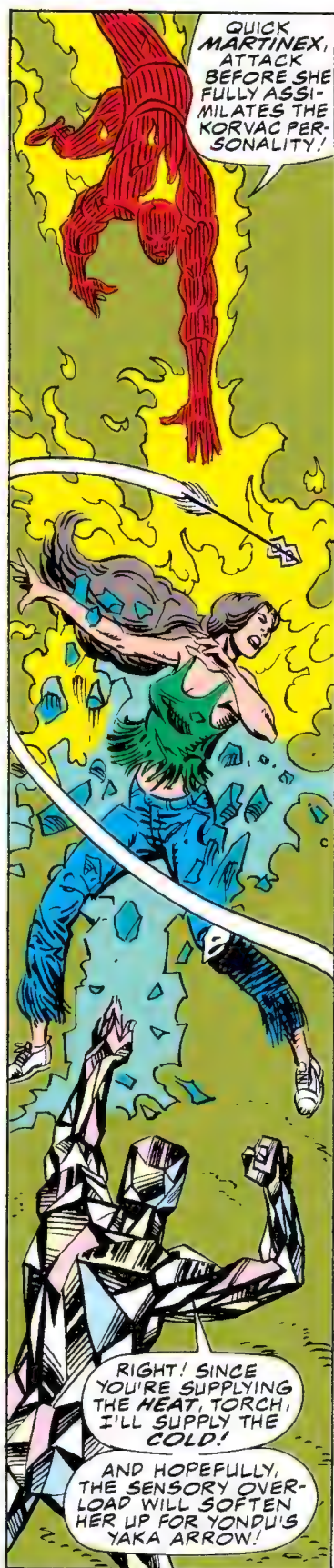


YES, THERE! THAT GIRL WANDERING THE OUTBACK!

THE READINGS MATCH! THAT'S KORVAC--OR AT LEAST SHE HOUSES THE POWER THAT HE HAD.



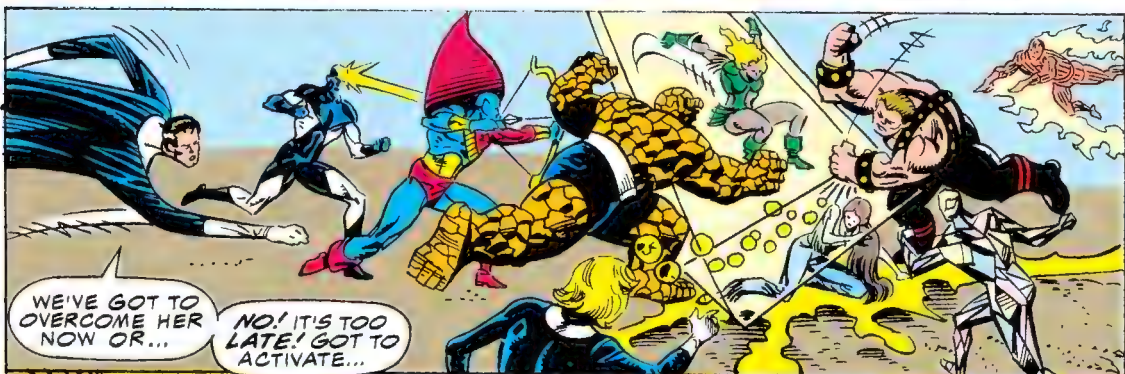




GOOD! I'LL ADD THE POWER
OF MY INVISIBLE FORCE
FIELD-- BOMBARD HER
WITH SPHERES!

AND MAJOR ASTRO CAN
APPLY HIS PSYCHOKINETIC
FORCE BEAMS AS WELL!

IT'S WORKING! SHE'S
REELING! NOW EVERYONE
KEEP THE PRESSURE ON!



KRRRAKAAA-THOOOM!

THUS ENDS THE THREAT OF 20TH CENTURY SUPER-HEROES TO KORVAC!

OR DOES IT?

FOR, MERE SECONDS BEFORE THE POWER OF KORVAC DEVASTATED THE RANKS OF THESE HEROES...

HER POWER IS TOO GREAT, BUT SOMETHING SHE SAID... GOT TO UTILIZE THE TIME MACHINE I HAD HANK PYM MINIATURIZE FOR ME!*

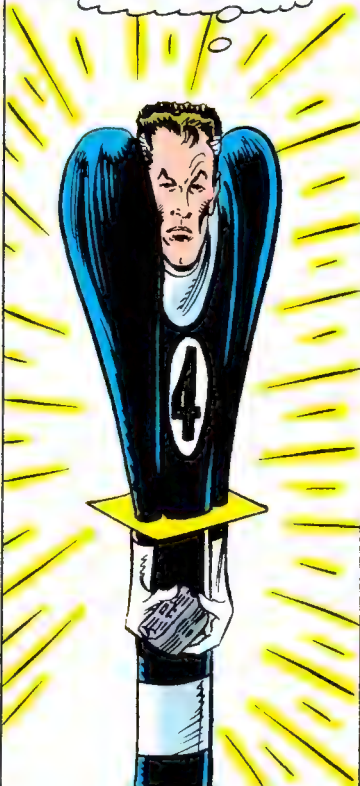
ONLY MY MALLEABLE BODY COULD UTILIZE SUCH A SMALL TIME PLATFORM TO TAKE ME BACK--

--A FEW MINUTES IN TIME.

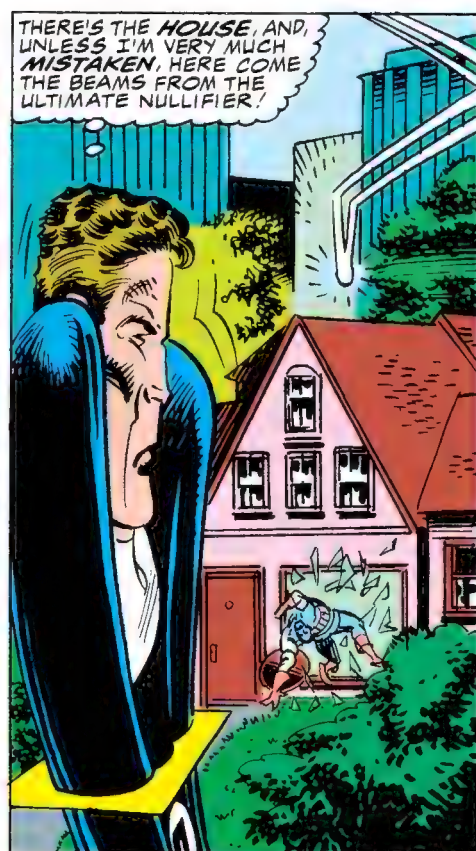
MY SPECTRO-ANALYZER INDICATED THAT YOU POSSESS TELEPORTATIONAL POWERS-- WILL YOU HELP ME? THE FATE OF OUR TIME DEPENDS ON IT!

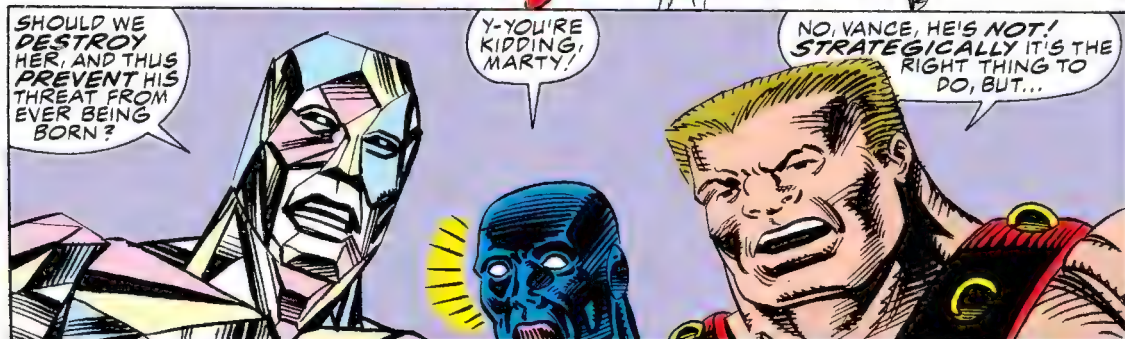


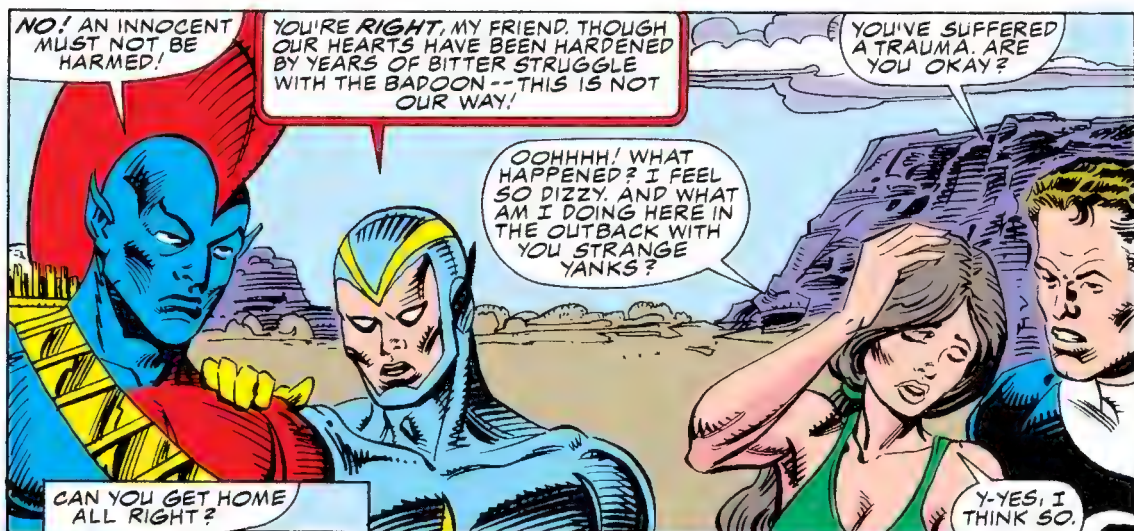
*LONG TIME READERS WILL RECOGNIZE DOCTOR DOOM'S TIME MACHINE--THE REST OF YOU CHECK OUT MR. PEABODY AND SHERMAN.--RALF

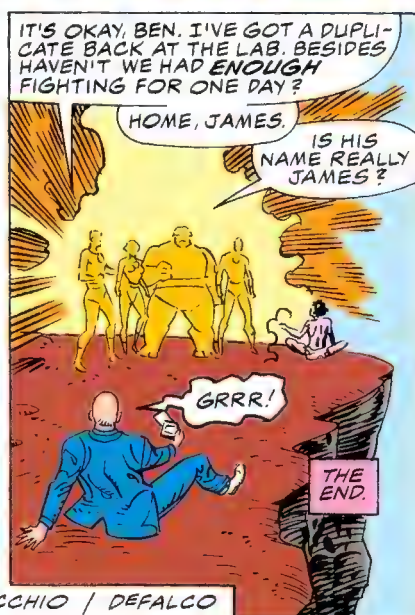
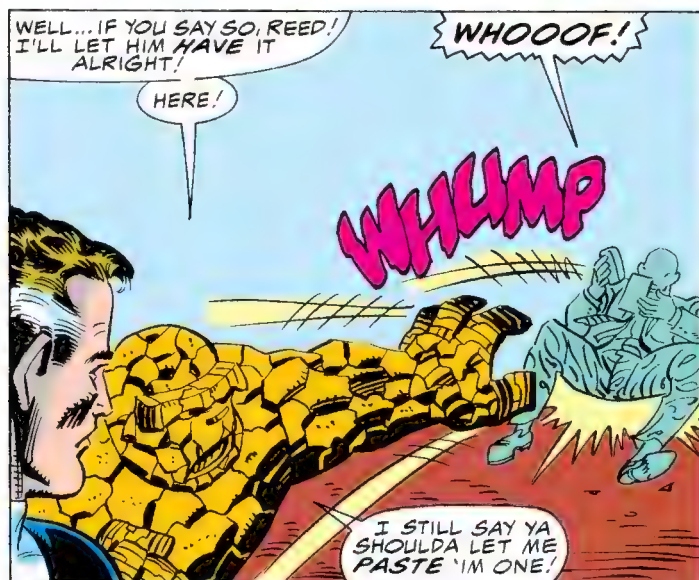
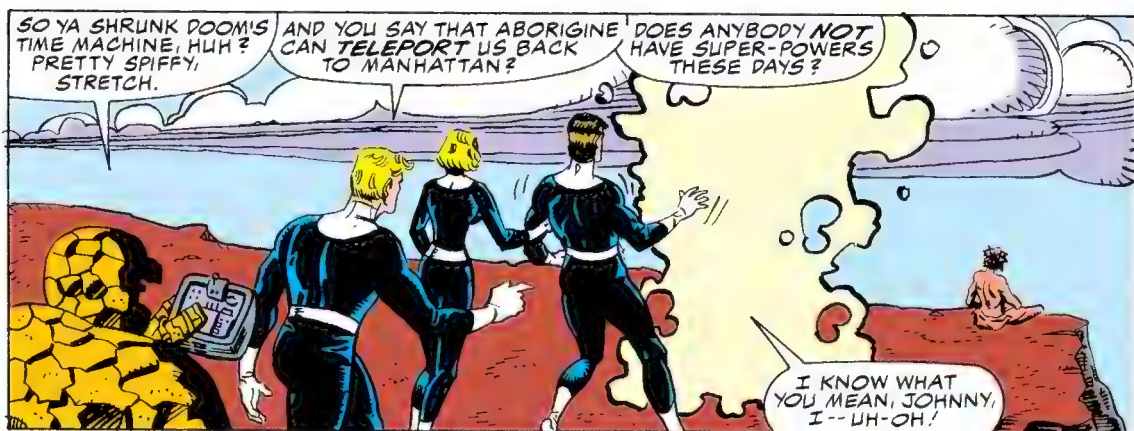


GATEWAY CONSIDERS THE ODD, ELASTIC WHITE MAN AND RECOGNIZES THE SINCERITY-- AND ULTIMATELY THE TRUTH --OF HIS WORDS.









CREDITS: MILGROM3 / NOVAK / WITTERSTAETTER / MACCHIO / DEFALCO

MARVEL[®]
COMICS

ANNUAL
PART 2
THE KORVAC QUEST™

64 PAGES

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COMMISSION
ON
COMMERCE
AUTHORITY



IN THE FAR FUTURE, A DISTANT TIME OF HIGH ADVENTURE DARGO KTOR STAMPS HIS ANCIENT WOODEN WALKING-STICK UPON THE GROUND AND IS INSTANTLY TRANSFORMED INTO THE NORSE GOD OF THUNDER. ARMED WITH HIS ENCHANTED HAMMER, HE BECOMES THE MASTER OF THE STORM, LORD OF THE LIVING LIGHTNING, AND ONE OF THE STRONGEST WARRIORS WHO EVER WALKED THE EARTH!

STAN LEE PRESENTS . . . THE ONCE AND FUTURE THOR!



TOM DEFALCO
PLOT

LEN KAMINSKI
SCRIPT

ALEX TRIMPE
LAYOUTS

HERB TRIMPE
PENCILS

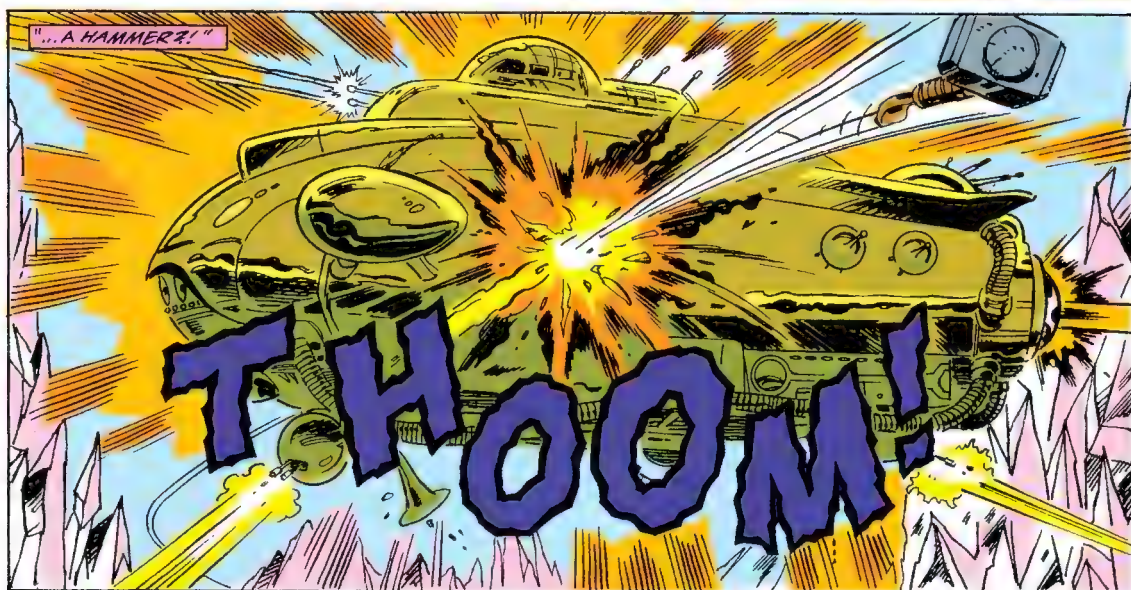
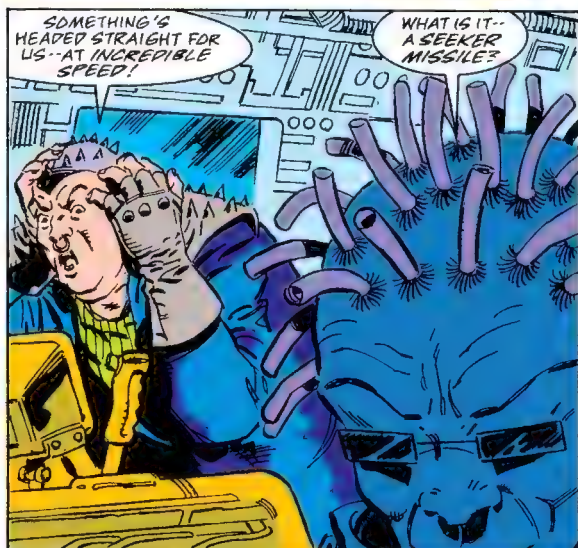
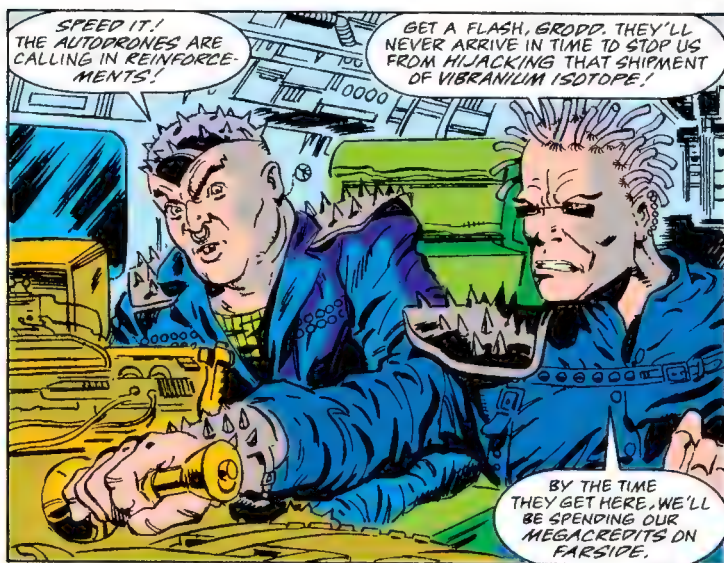
FRED FREDERICKS
INKS

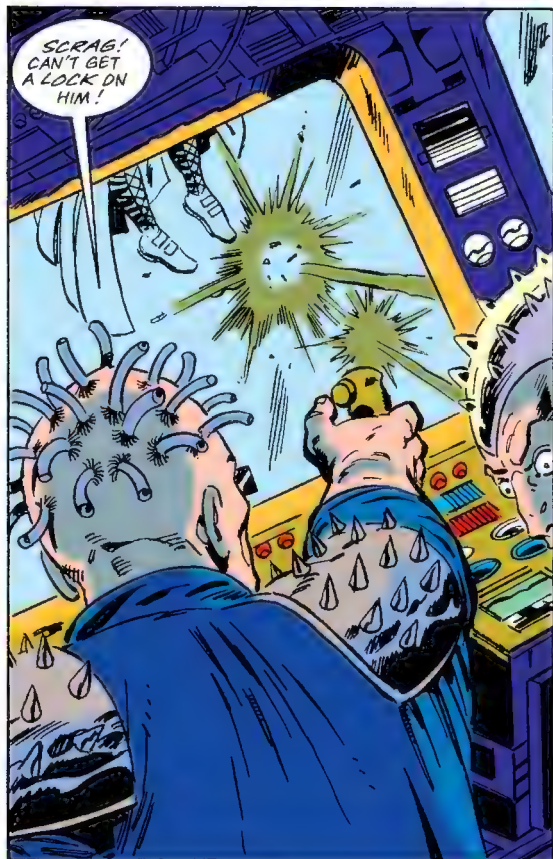
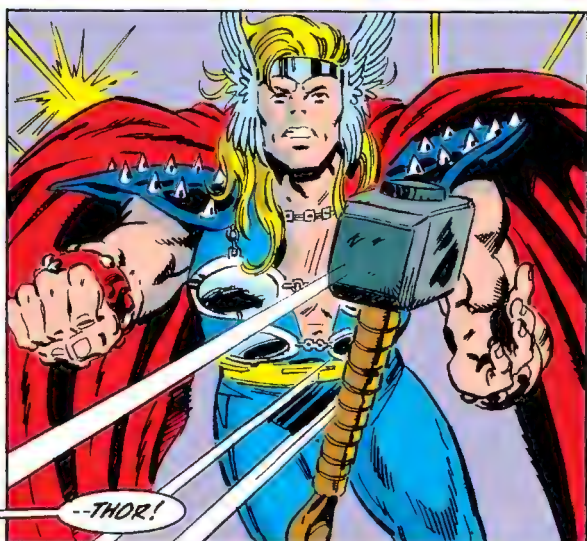
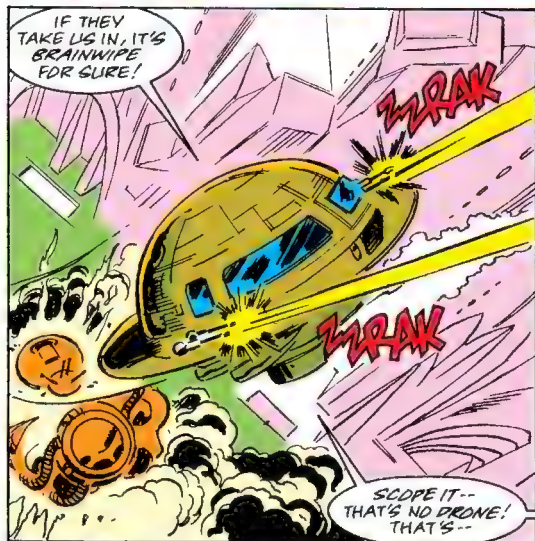
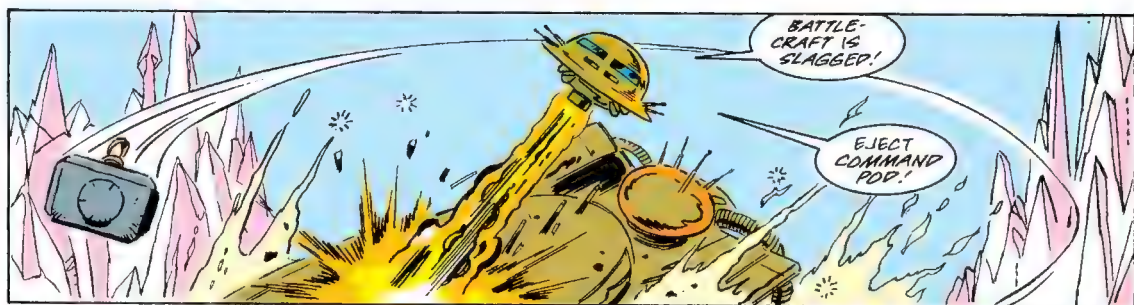
GARY FIELDS + CHRIS ELIOPOULOS
LETTERS

ED LAZELLARI
COLORS

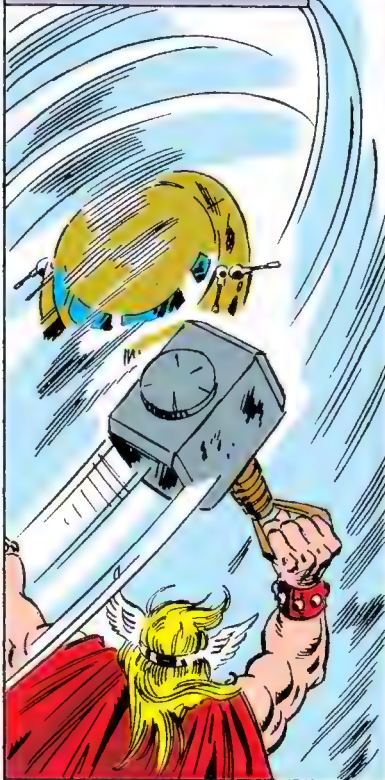
RALPH MACCHIO
EDITOR

TOM DEFALCO
ED. IN CHIEF





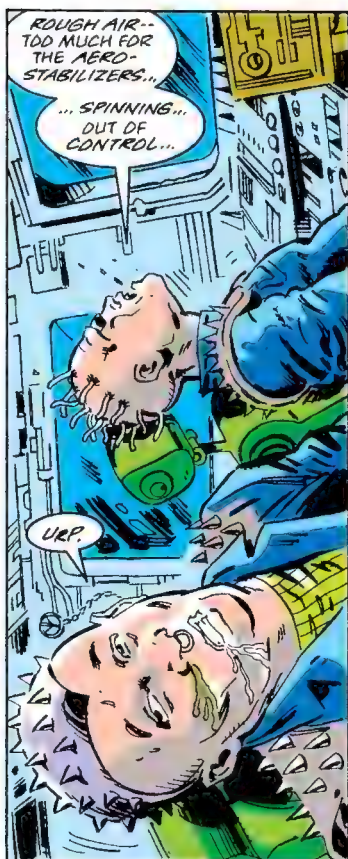
WHIRLING HIS HAMMER AT BLINDING SPEED, THE THUNDER GOD CALLS FORTH A RAGING CYCLONE!



ROUGH AIR--
TOO MUCH FOR
THE AERO-
STABILIZERS..

... SPINNING...
OUT OF
CONTROL...

U.R.P.



THEIR CRAFT
WASN'T BUILT TO
WITHSTAND SUCH
TURBULENCE.

THEY'LL
SPLATTER,
UNLESS I--



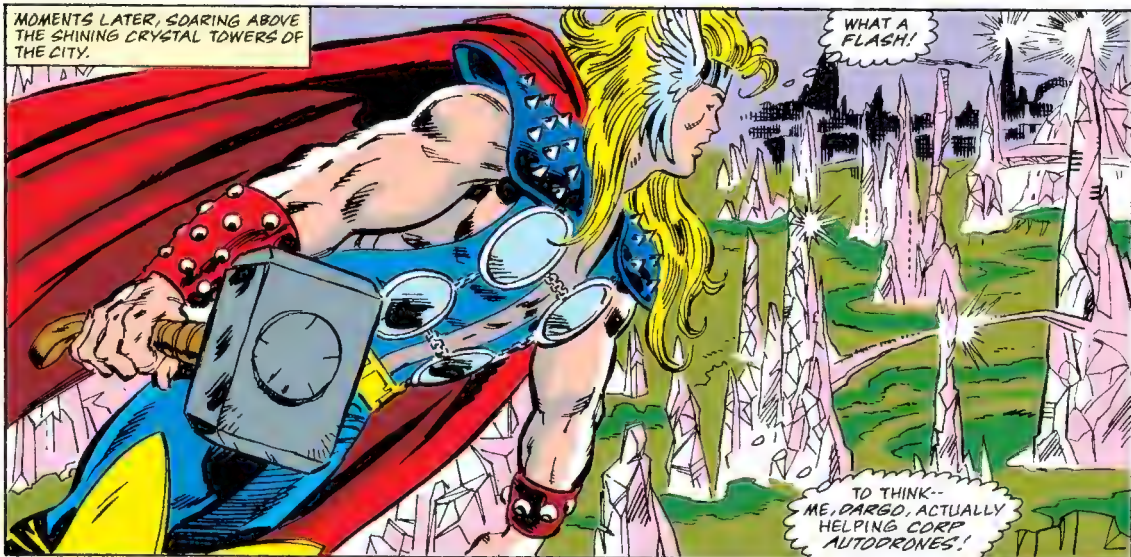
--CATCH
THEM!

SHORTLY...



ATTENTION, PERPETRATOR:
YOU HAVE BEEN APPREHENDED
BY AUTHORIZED LAW-ENFORCE-
MENT AUTODRONES. YOUR CASE-
FILE IS CURRENTLY BEING
PROCESSED FOR ADJUDI-
CATION.

MOMENTS LATER, SOARING ABOVE THE SHINING CRYSTAL TOWERS OF THE CITY.



WHAT A FLASH!

TO THINK-- ME, DARGO, ACTUALLY HELPING CORP AUTODRONES!

IT WASN'T SO LONG AGO THAT I HELPED OVER-THROW CORP RULE--*

--BUT THEN, THAT WAS THE OLD, CORRUPT EASTERN CORP-- NOT THE MORE ENLIGHTENED CENTRAL CORP BOSSING HERE.



*THOR #384--RALF IAVELLI

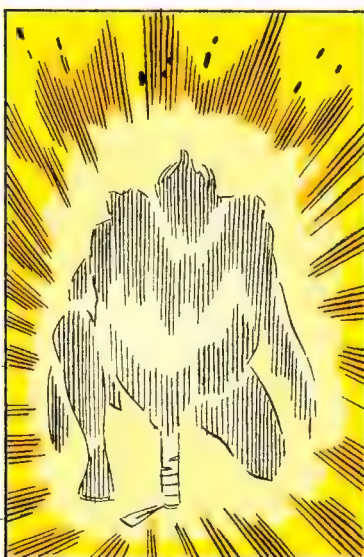
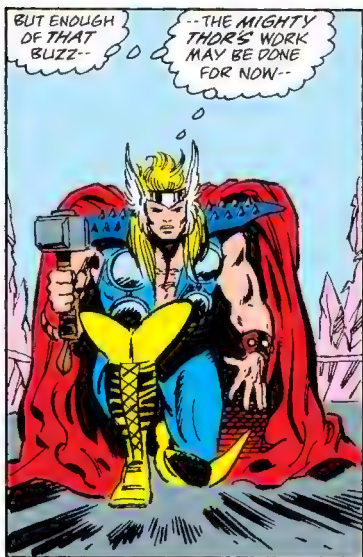


MOVING WEST WAS THE BEST THING I EVER DID-- EXCEPT, OF COURSE, FOR MARRYING SALLA.

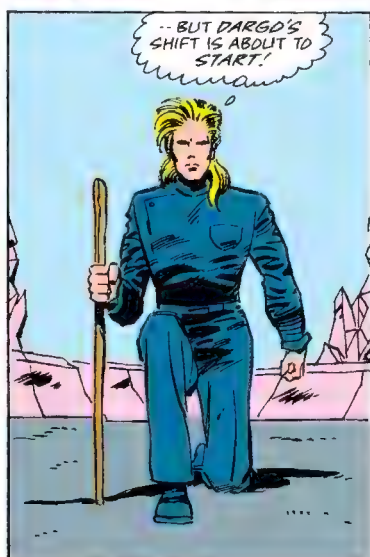
BOTTOM LINE IS, MY LIFE HAS BEEN PRETTY HIGH-GRADE!

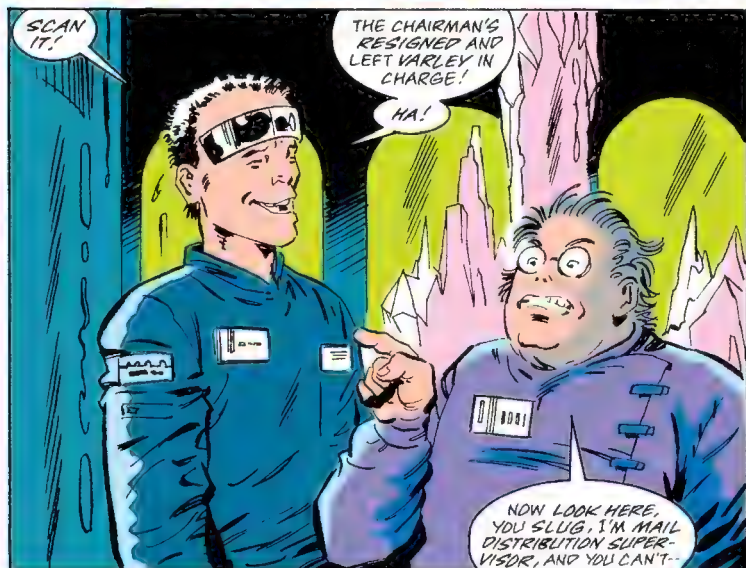
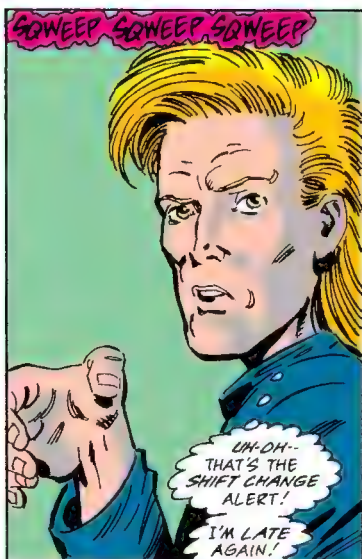
BUT ENOUGH OF THAT BUZZ--

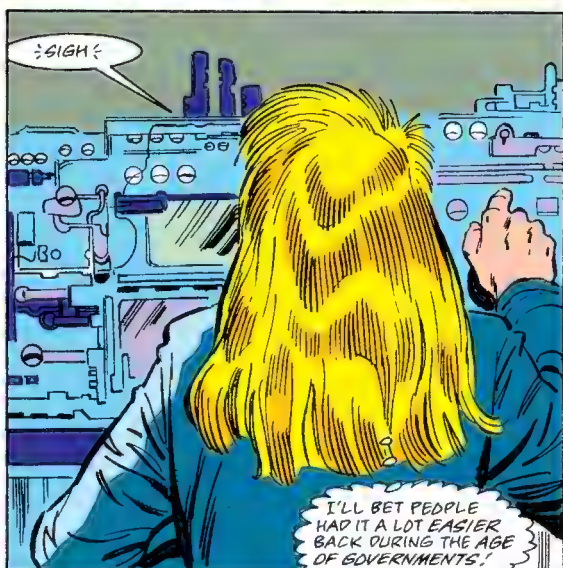
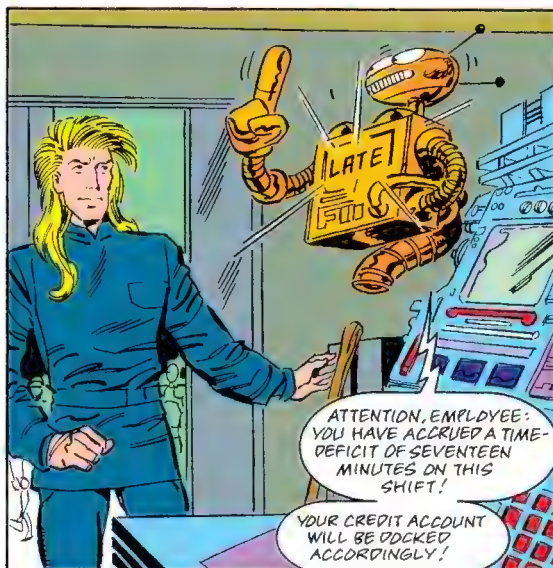
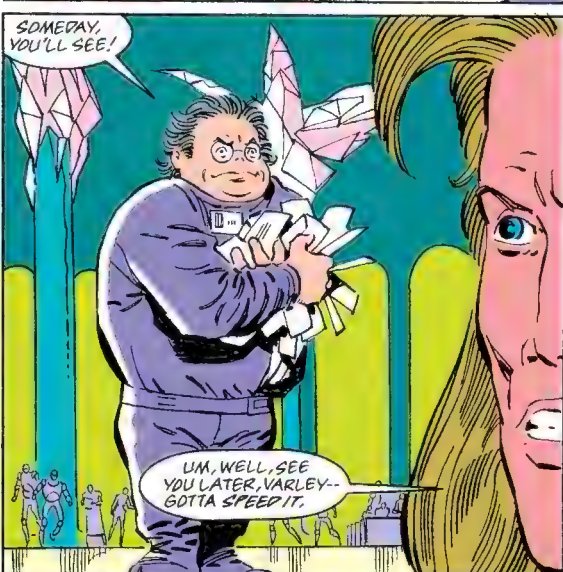
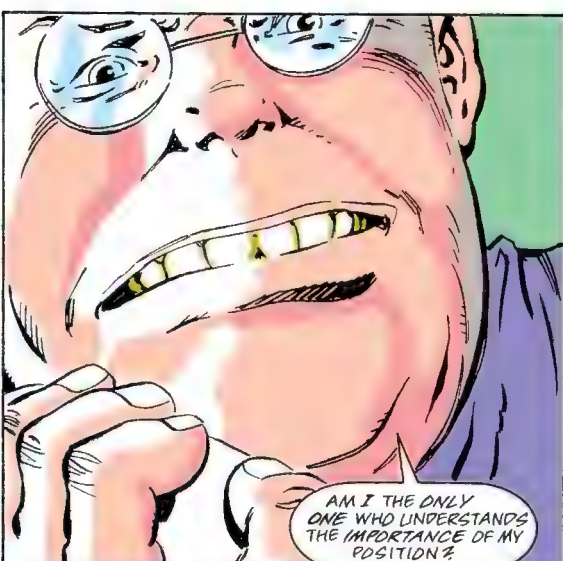
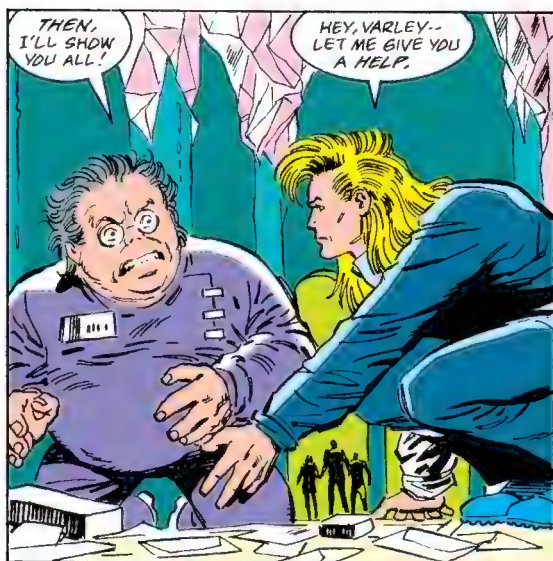
--THE MIGHTY THOR'S WORK MAY BE DONE FOR NOW--



--BUT DARGO'S SHIFT IS ABOUT TO START!

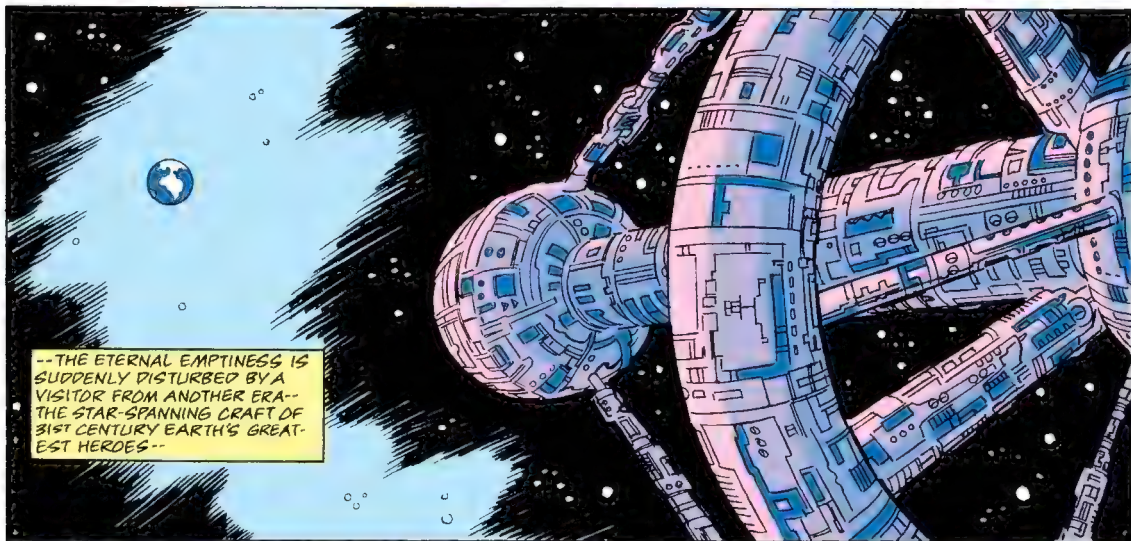








MEANWHILE, MILLIONS OF MILES INTO THE DARKNESS OF OUTER SPACE--



--THE ETERNAL EMPTINESS IS SUDDENLY DISTURBED BY A VISITOR FROM ANOTHER ERA-- THE STAR-SPANNING CRAFT OF 31ST CENTURY EARTH'S GREATEST HEROES--



--THE GUARDIANS OF THE GALAXY!

EITHER THE ARTIFICIAL GRAVITY'S LOW TODAY OR IT'S TIME TO FABRICATE SOME NEW WEIGHTS.

I'M NOT EVEN WORKING UP A SWEAT!

SWEAT? LISTEN TO ME, THIS PLACE IS A CRYO-BOX!

I HAVE TO STAND IN FRONT OF THIS THERMAL UNIT JUST TO WARM UP!

NIKKI, LAST SURVIVOR OF MERCURY!

THE MASSIVE CHARLIE-27!

ANOTHER PERFECT SHOT! I STILL CAN'T GET OVER THE WAY THOSE ARROWS RESPOND TO YONDUS'S WHISTLED COMMANDS!

VANCE ASTRO, MASTER OF PSYCHOKINESIS!

THE MYSTERIOUS STARHAWK!

MARTINEX, THE GLEAMING PLUTONIAN!

EVEN TO 31ST CENTURY SCIENCE, THE PROPERTIES OF YAKKA METAL REMAIN A MYSTERY.

FROM ALPHA CENTAURI, THE ALIEN YONDUS!

Whoooo!

NOW THAT OUR TEMPORAL TRANSFER IS COMPLETE, HOWEVER, I'M AFRAID WE HAVE MORE IMPORTANT MATTERS TO ATTEND TO.

SOON IN THE GUARDIANS' COMMAND CENTER...



TO REVIEW:
WE KNOW THAT THE
LIVING POWER OF KORVAC--
HAVING FLED THE 20TH
CENTURY--IS DESTINED TO
ARRIVE HERE, IN THE
26TH CENTURY.

*FANTASTIC FOUR ANNUAL #24.



THAT POWER WILL
SEEK OUT KORVAC'S
GENETIC ANCESTOR
IN THIS ERA.

OUR TASK IS TO
EITHER CONTAIN OR
DIFFUSE THAT ENERGY
BEFORE IT CAN TIME-
JUMP AGAIN TO OUR
OWN 31ST CENTURY
AND RETURN TO
KORVAC.

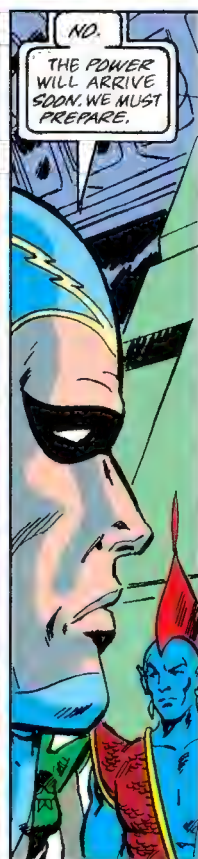


IF WE FAIL,
THE UNIVERSE ITSELF
WILL TREMBLE.



THIS FAR,
HOWEVER, OUR SENSORS
HAVE NOT DETECTED ANY
SIGN THAT THE POWER HAS
MANIFESTED IN THIS
ERA.

COULD WE HAVE
MISCALCULATED
OUR TIME-JUMP?



NO.

THE POWER
WILL ARRIVE
SOON. WE MUST
PREPARE.

MEANWHILE, AT THE
COPD MAILROOM...

PERSONNEL ONLY STAY OUT
MAIL ROOM

WHAT?!

PERSONAL MAIL BEING SENT OUT
ON THE CORP
ACCOUNT?!

HOURS
MON
FRI
2-2:15PM
SAT
6-6:02AM
SUN
CLOSED

RATES
PRIORITY
LETTER 15.75
4-10 oz 20.00
11-16 oz 22.50
16-21 lbs 33.00
ABOVE 2 lbs
50 each lb.

RING
FOR
SOUND

I'LL SEE TO IT
THAT THAT SLACKER
ROLDER IS
SEVERELY
REPRIMANDED!

OF COURSE,
IF IT WAS
UP TO ME--

WITHOUT WARNING, VARLEY IS
ENVELOPED IN A BURST OF
UNIMAGINABLE ENERGY!

SHRAAK

.....!

ATTENTION, EMPLOYEE:
YOU ARE ACCRUING A
PRODUCTIVITY TIME-
DEFICIT!

PLEASE RETURN
TO YOUR POST
IMMEDIATELY,
OR YOUR CREDIT
ACCOUNT WILL
BE DEDUCTED
ACCORDINGLY!

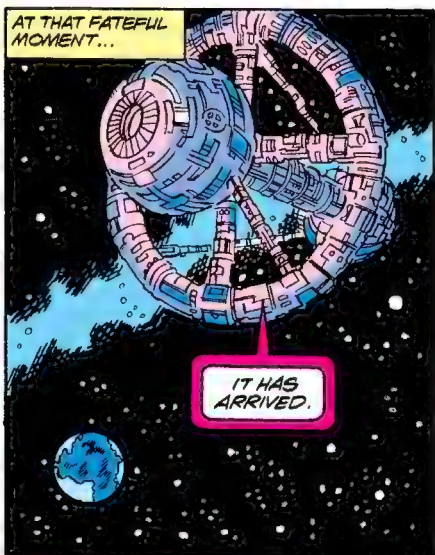
I DON'T KNOW HOW--
BUT THE POWER I'VE
ALWAYS DESERVED
IS FINALLY MINE!

AT LAST,
SOME CHANGES
WILL BE MADE!

SERIOUS
CHANGES,
INDEED!

BE SILENT, YOU
OVERBEARING
PIECE OF SLAG!

SHLAK

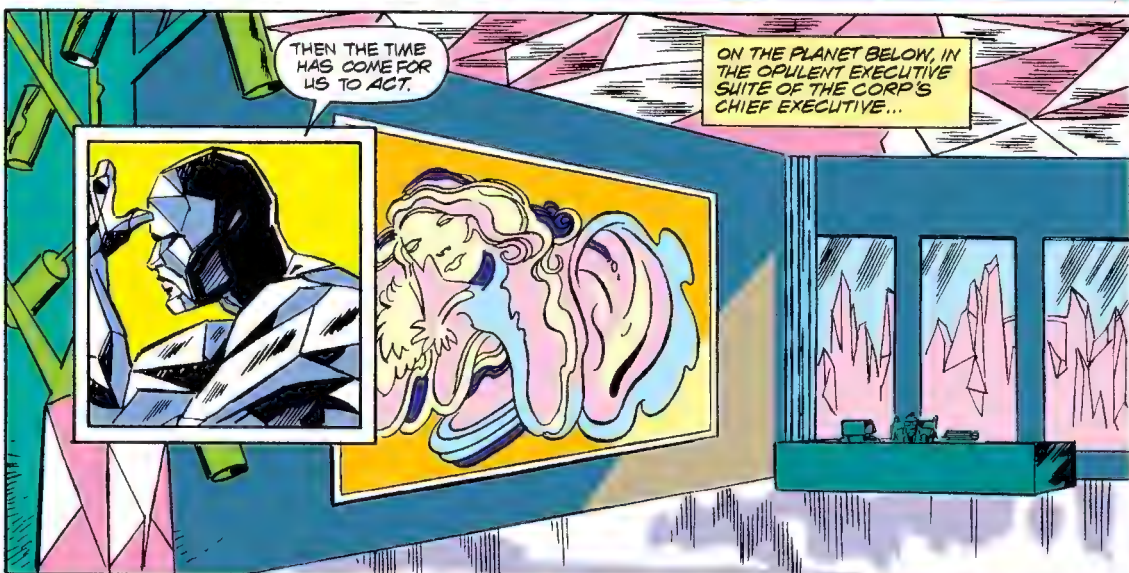


AT THAT FATEFUL
MOMENT...

IT HAS
ARRIVED.



THE POWER OF
KORVAC HAS AT
LAST LOCATED
ITS HOST IN
THIS ERA.



THEN THE TIME
HAS COME FOR
US TO ACT.

ON THE PLANET BELOW, IN
THE OPULENT EXECUTIVE
SUITE OF THE CORP'S
CHIEF EXECUTIVE...



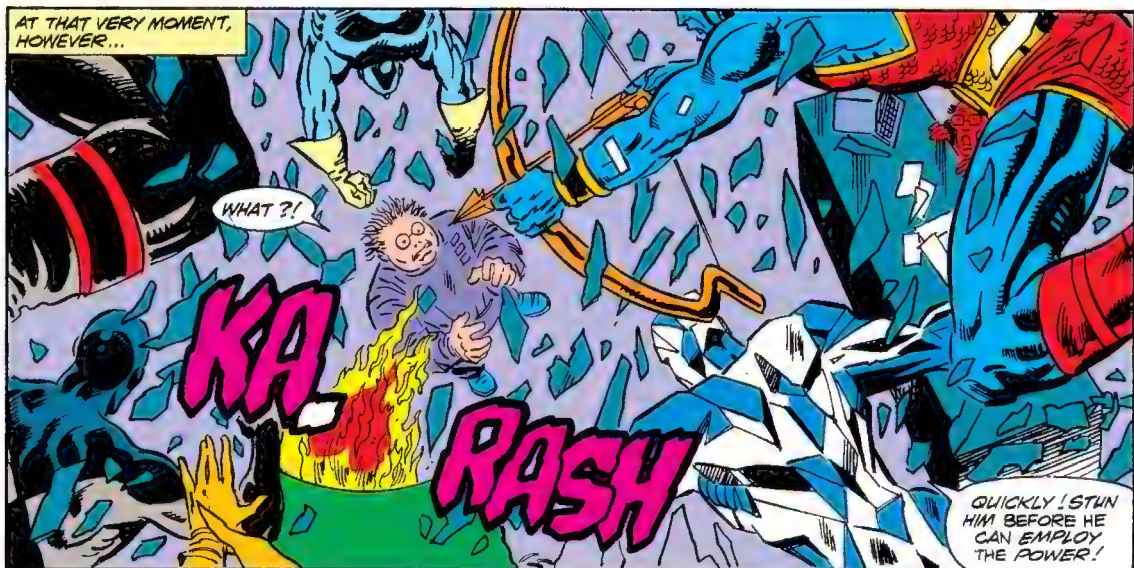
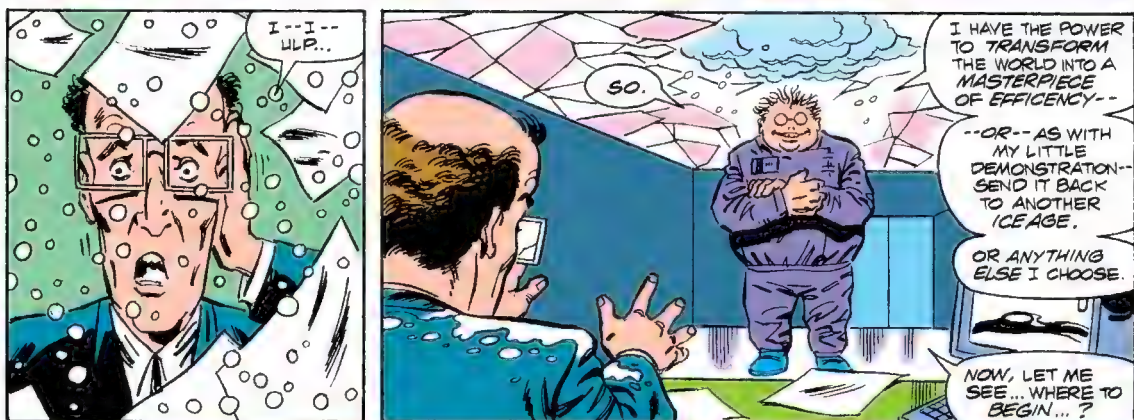
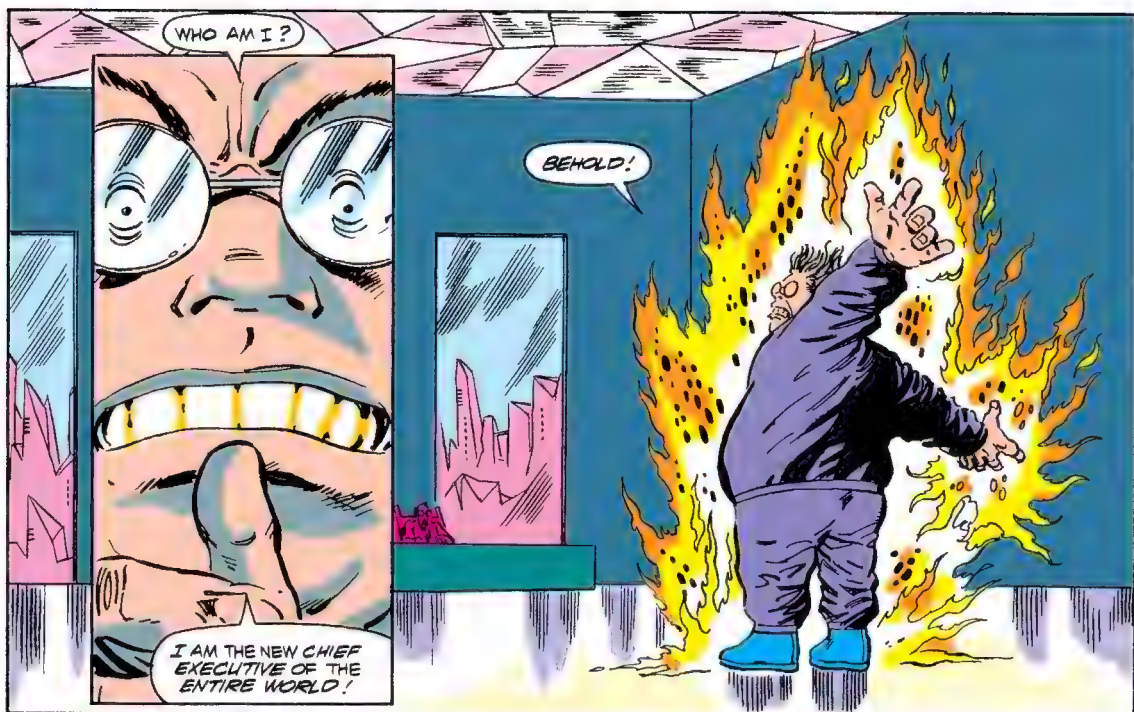
CHAIRMAN BAXTON,
I REGRET TO
INFORM YOU THAT
YOUR POSITION
HAS BEEN
TERMINATED.

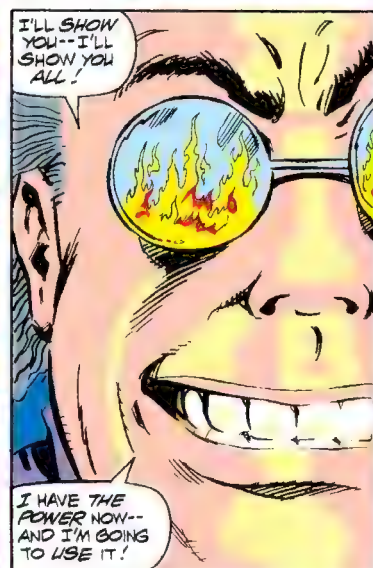
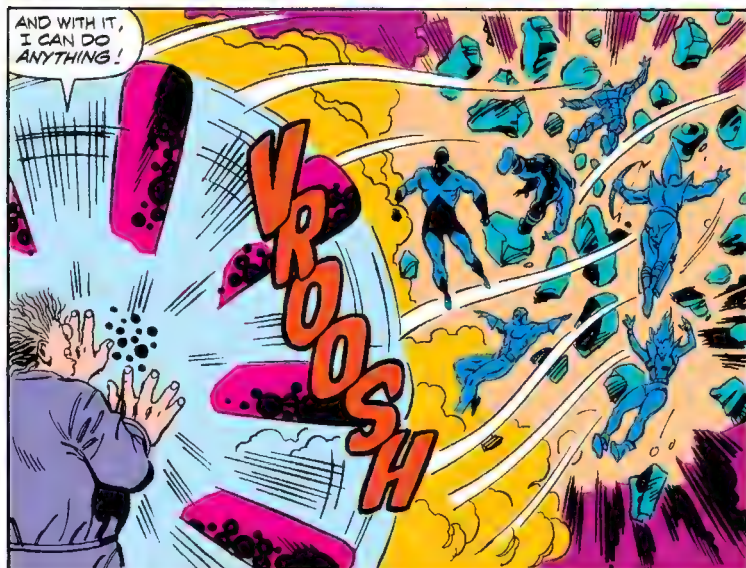
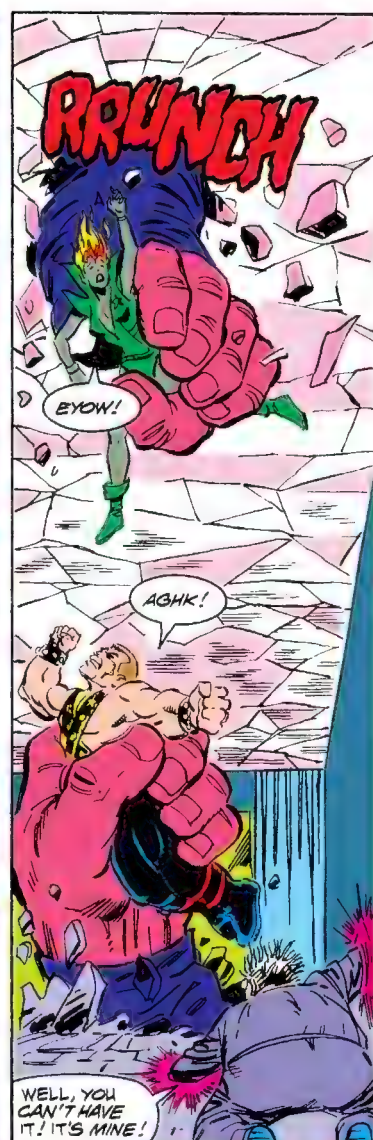
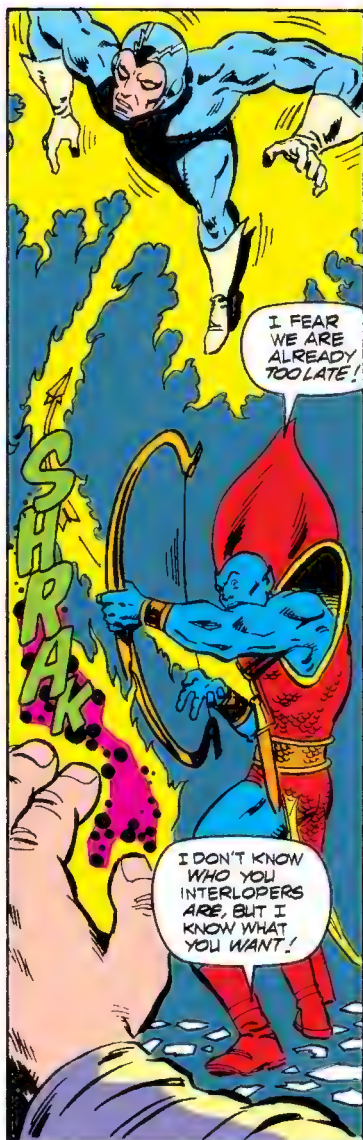


WHAT ?!

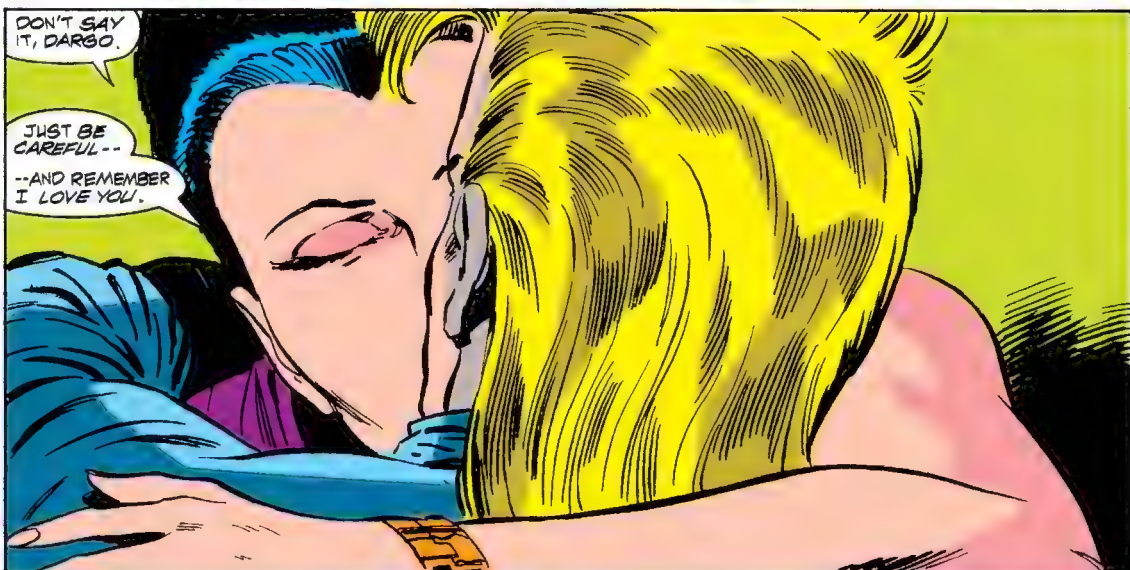
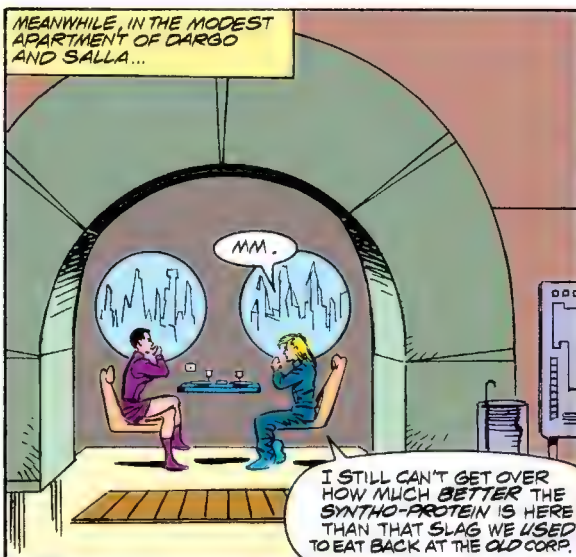
WHO
ARE
YOU ?!

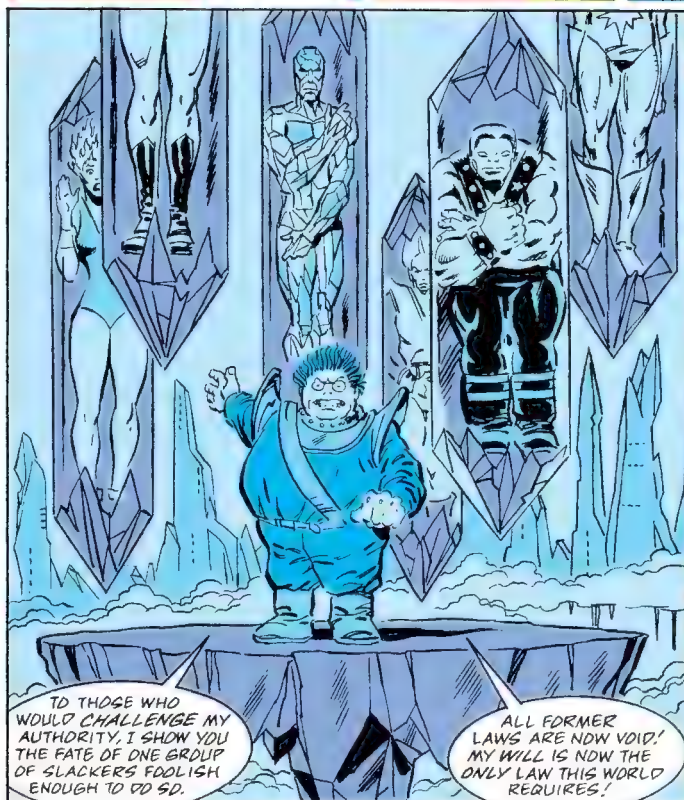
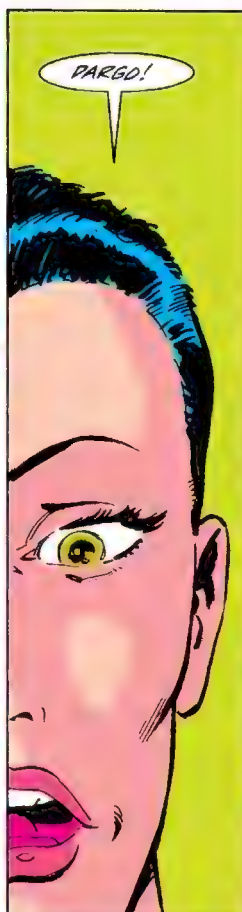
HOW DARE YOU
ENTER MY OFFICE
WITHOUT AN
APPOINTMENT ?!

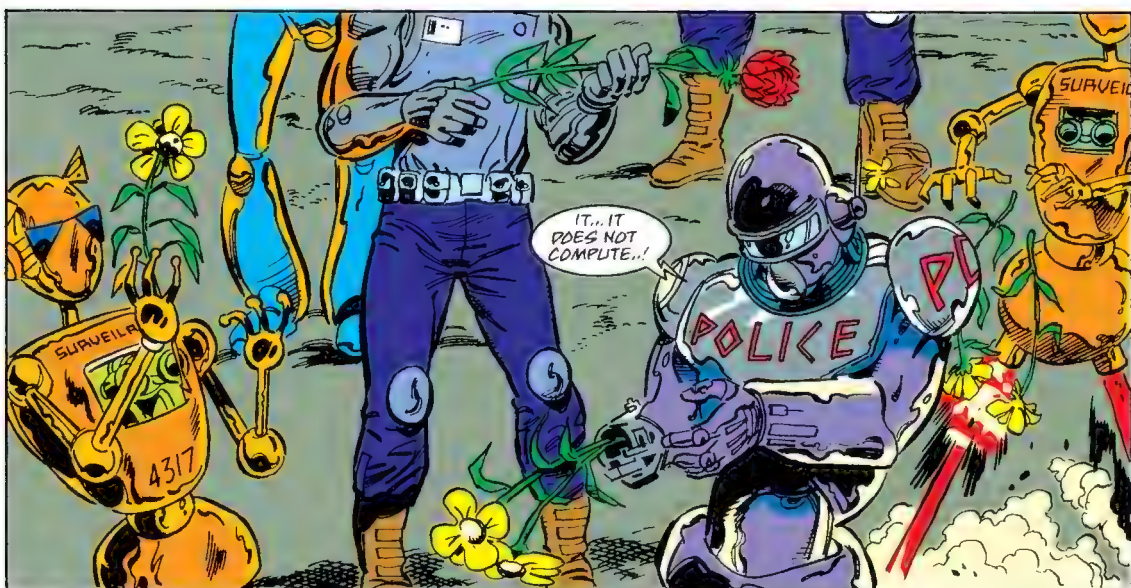
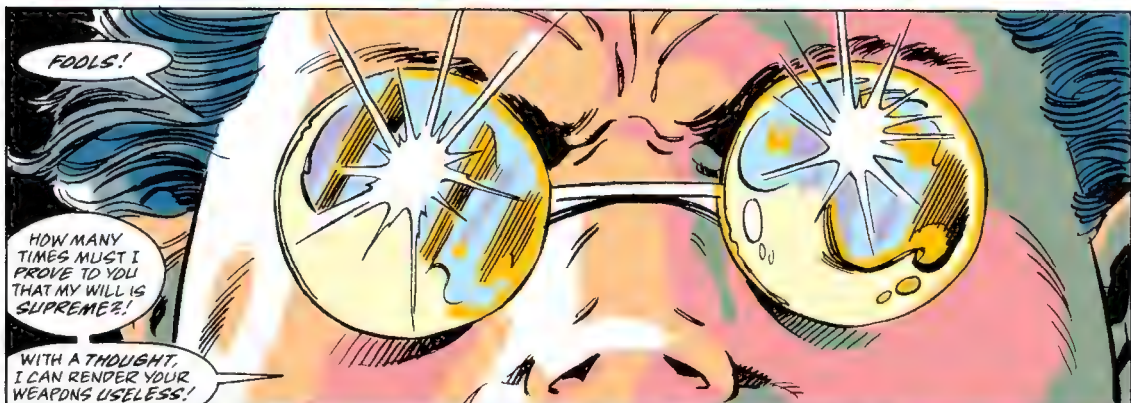


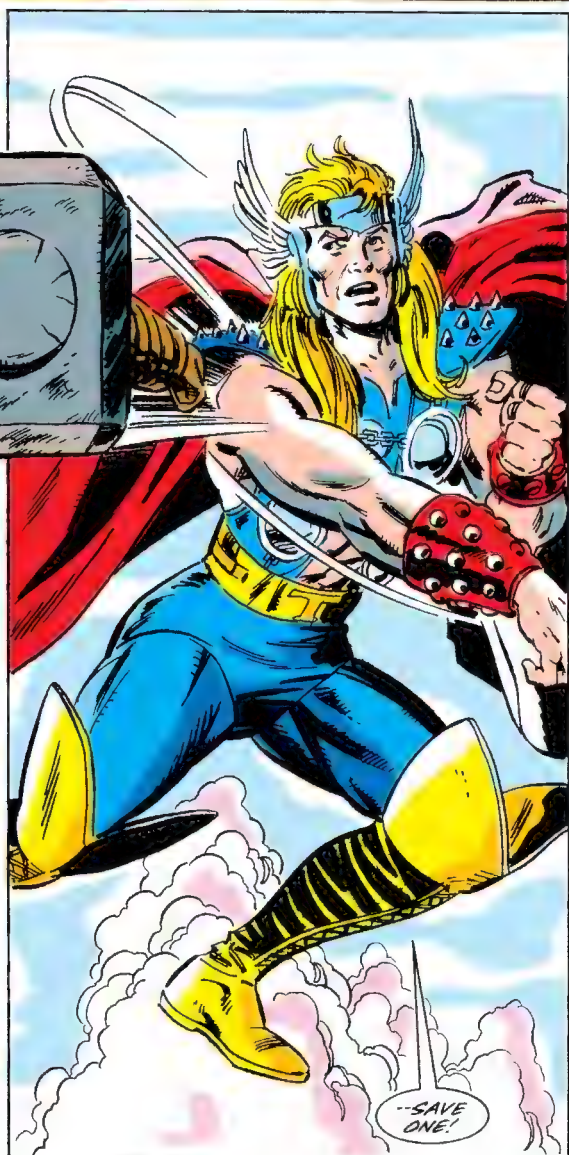
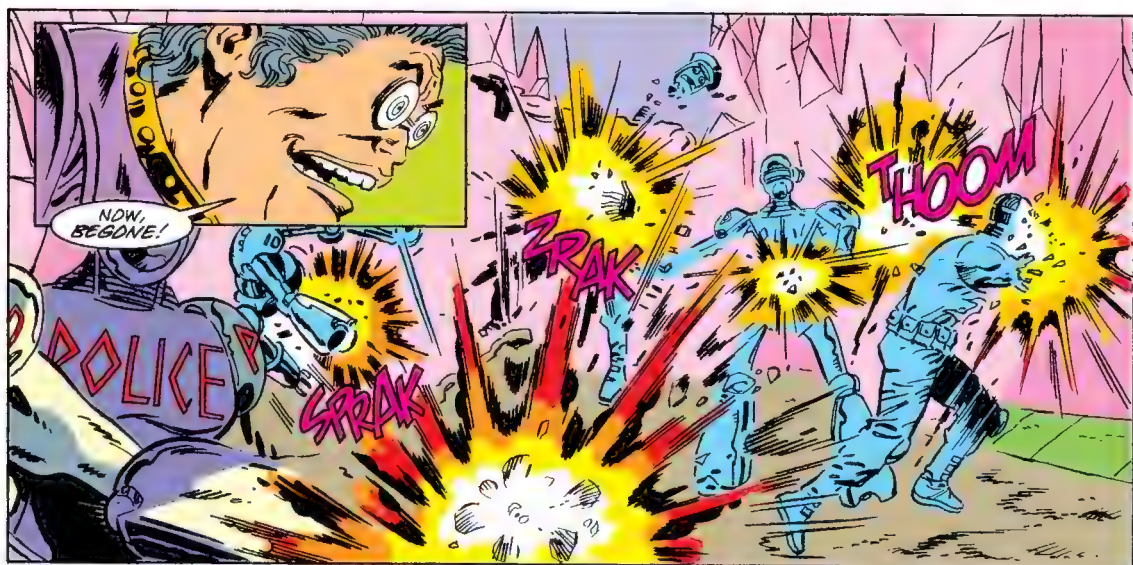


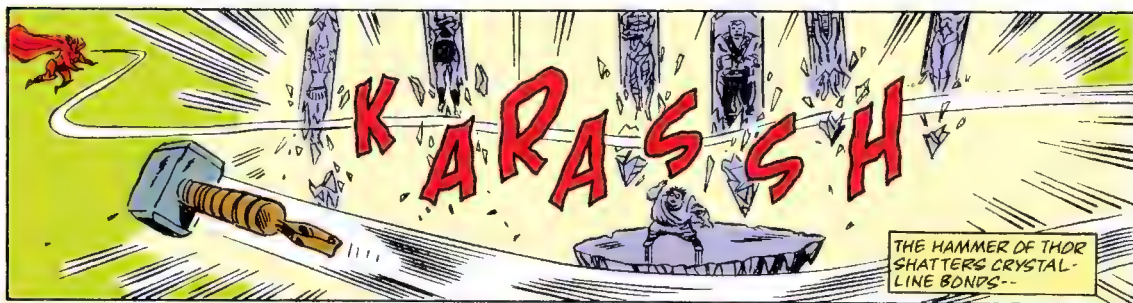
MEANWHILE, IN THE MODEST
APARTMENT OF DARGO
AND SALLA...



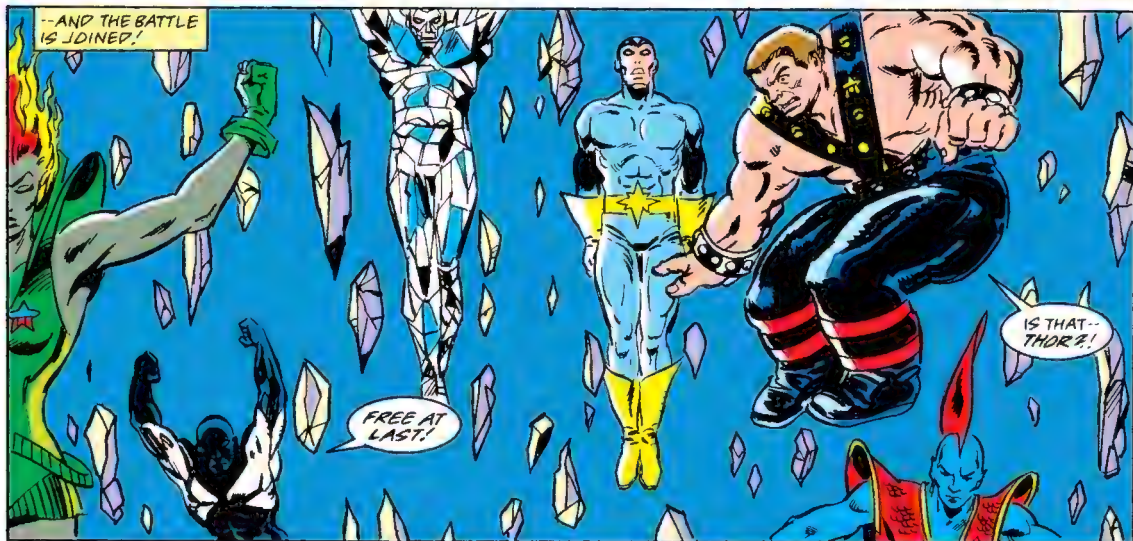








THE HAMMER OF THOR
SHATTERS CRYSTAL-
LINE BONDS--



--AND THE BATTLE
IS JOINED!

FREE AT
LAST!

IS THAT--
THOR?!



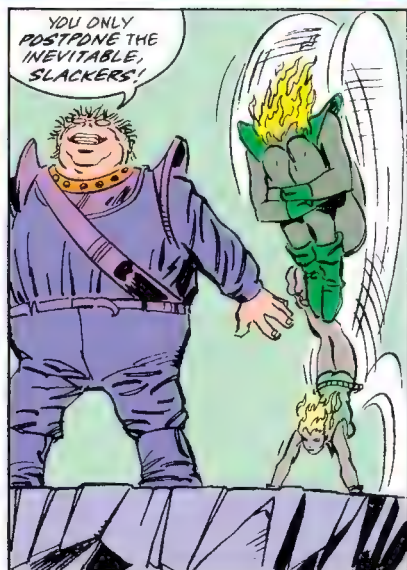
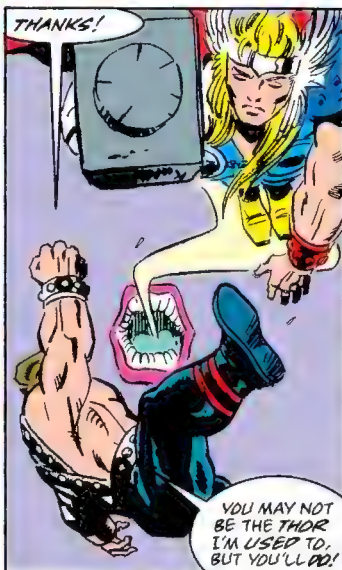
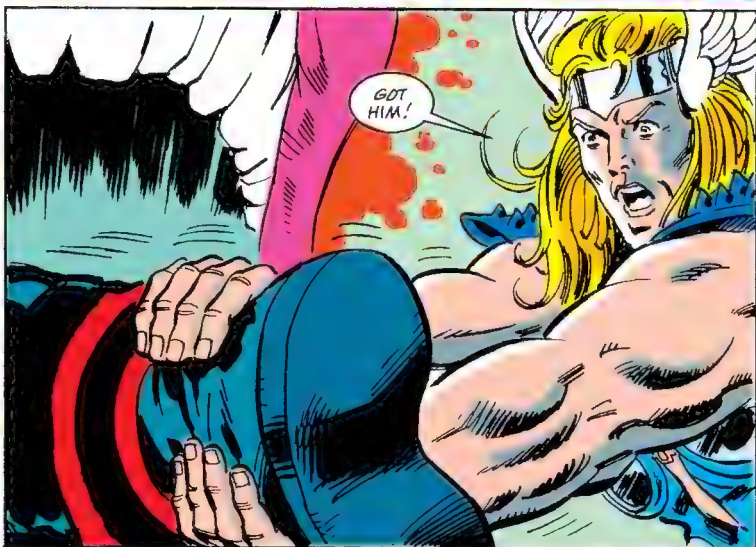
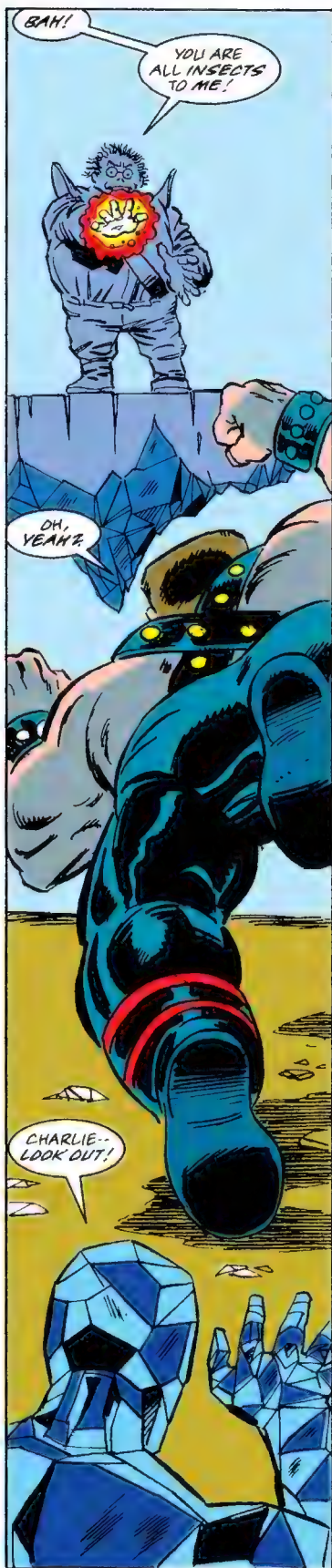
I'M--I'M NOT
SURE...

NOT THE THUNDER GOD OF
LEGEND, BUT ONE WHO
POSSESSES HIS POWER.

WHAT HE
SAID.

I DON'T KNOW
ANY OF YOU, EITHER,
BUT IF YOU OPPOSE
VARLEY, THEN WE'RE
ALLIES!

WE CAN
SORT OUT THE
DETAILS
LATER.





YOU CANNOT PREVENT ME FROM FULFILLING MY DESTINY!



THERE IS MORE AT STAKE THAN YOU REALIZE, VARLEY!

THE UNIVERSE ITSELF IS IMPERILED BY THE POWER YOU WIELD!



LIES!

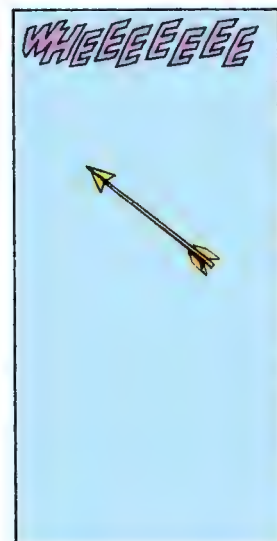
YOU'RE JUST JEALOUS OF MY AUTHORITY!

WELL, I'M NOT GIVING IT UP!

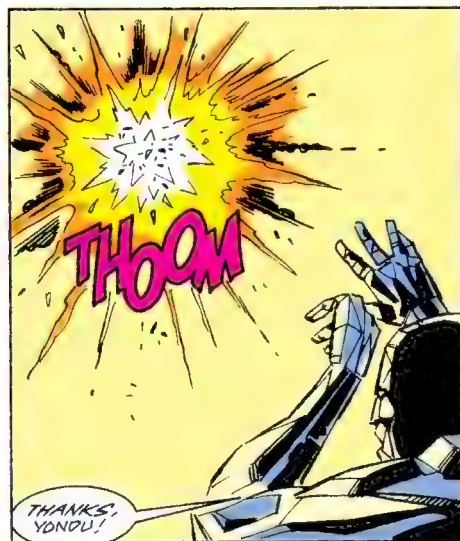
I'LL DESTROY YOU ALL FIRST!



HE'S COMPLETELY MAD--AND HIS CONTROL OVER THE POWER IS GROWING!



WHEEEEEEE

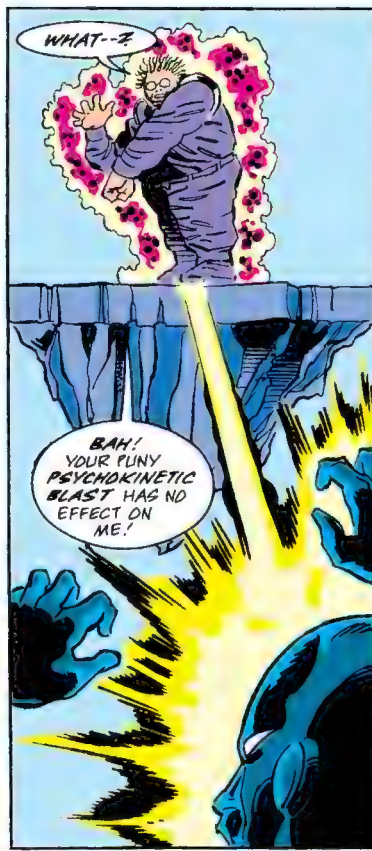


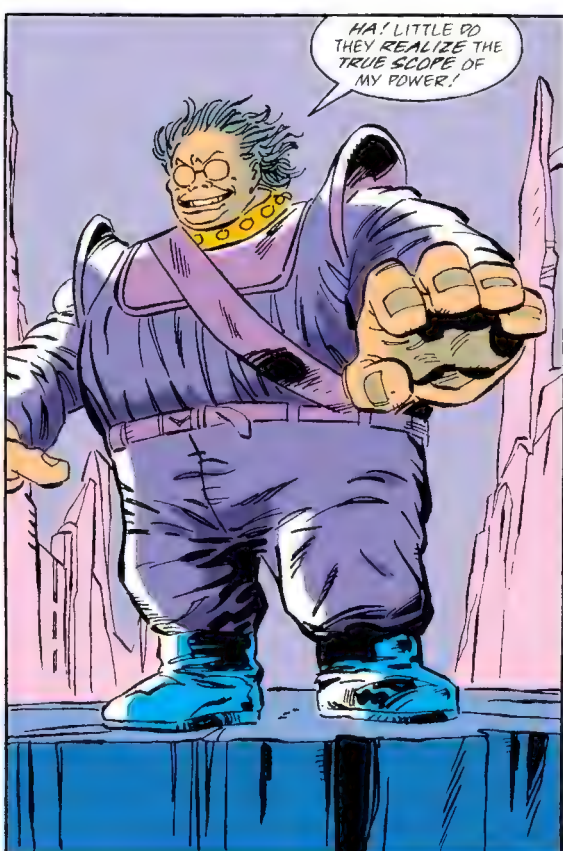
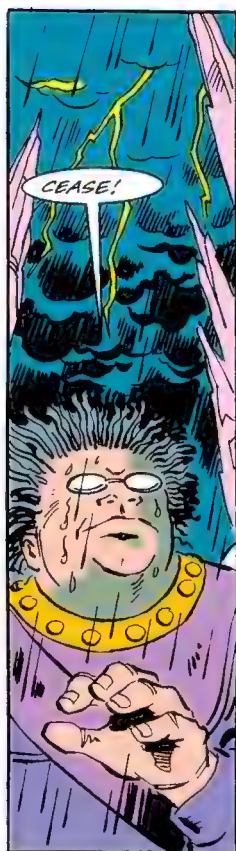
THOOM

THANKS, YONOU!

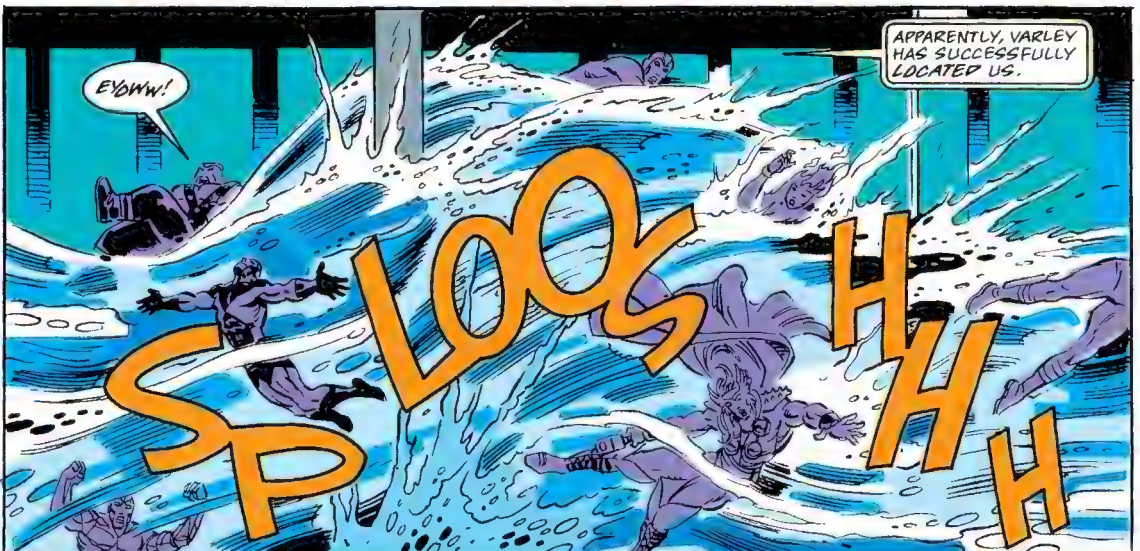
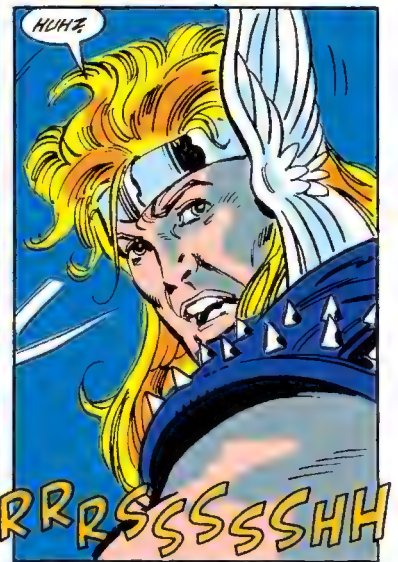
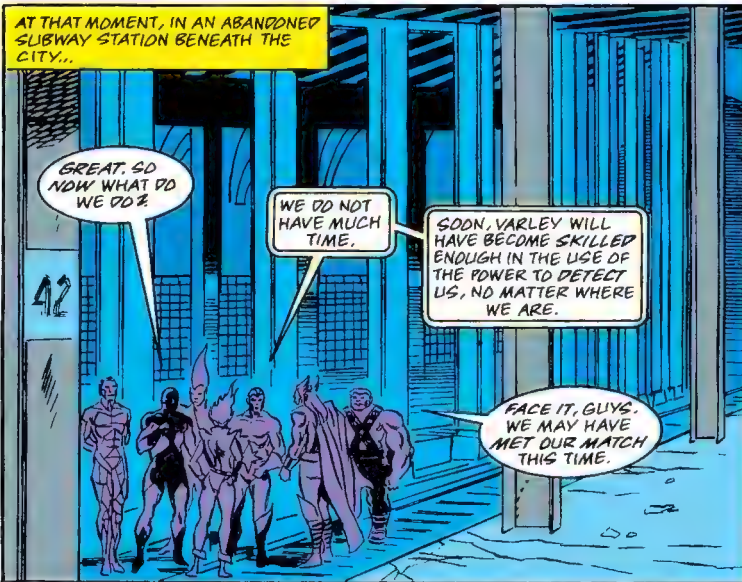


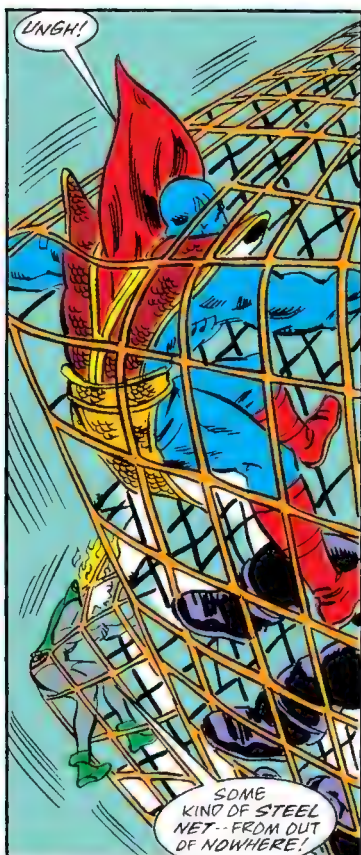
THE PLEASURE IS MINE, COMRADE!

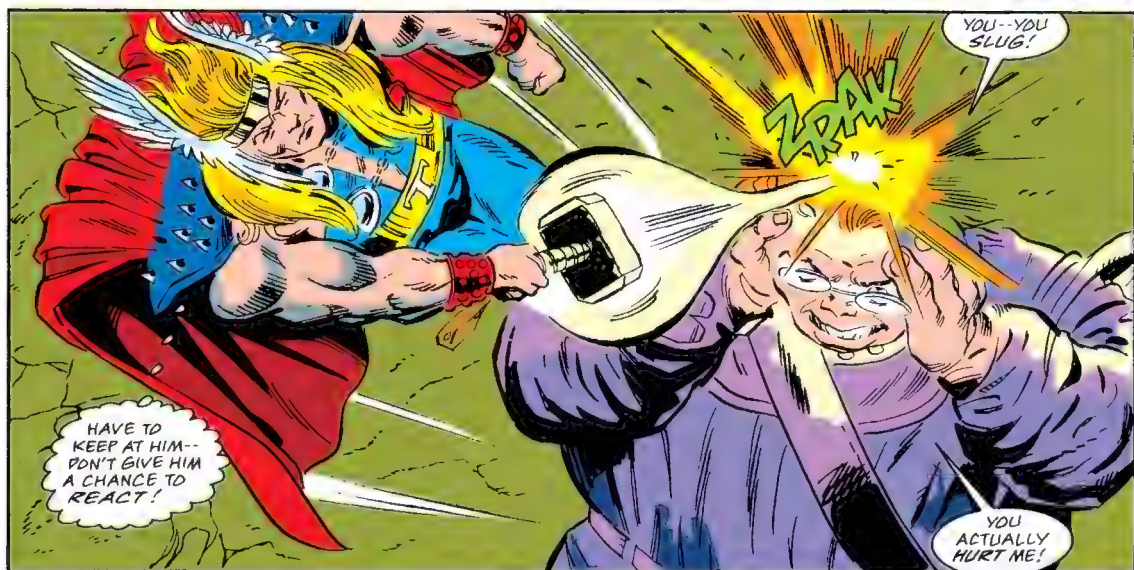
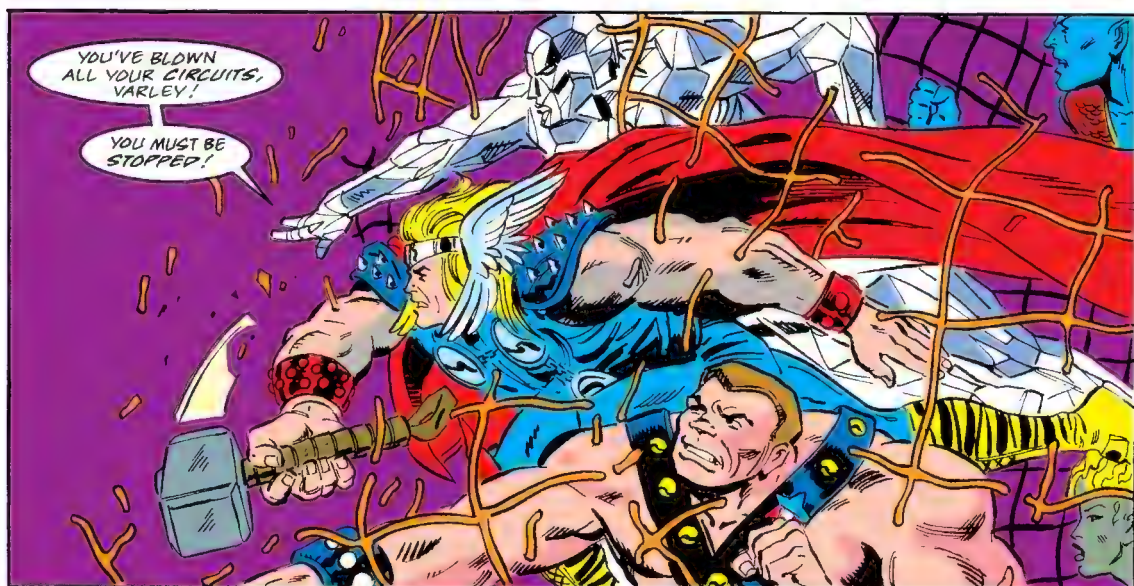




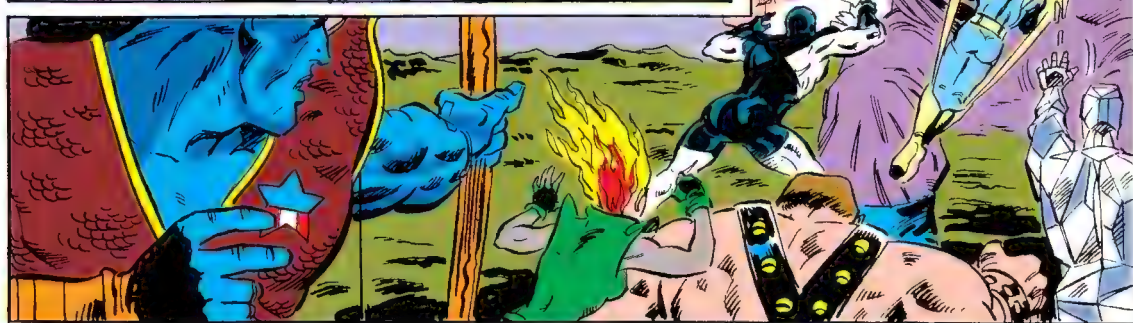
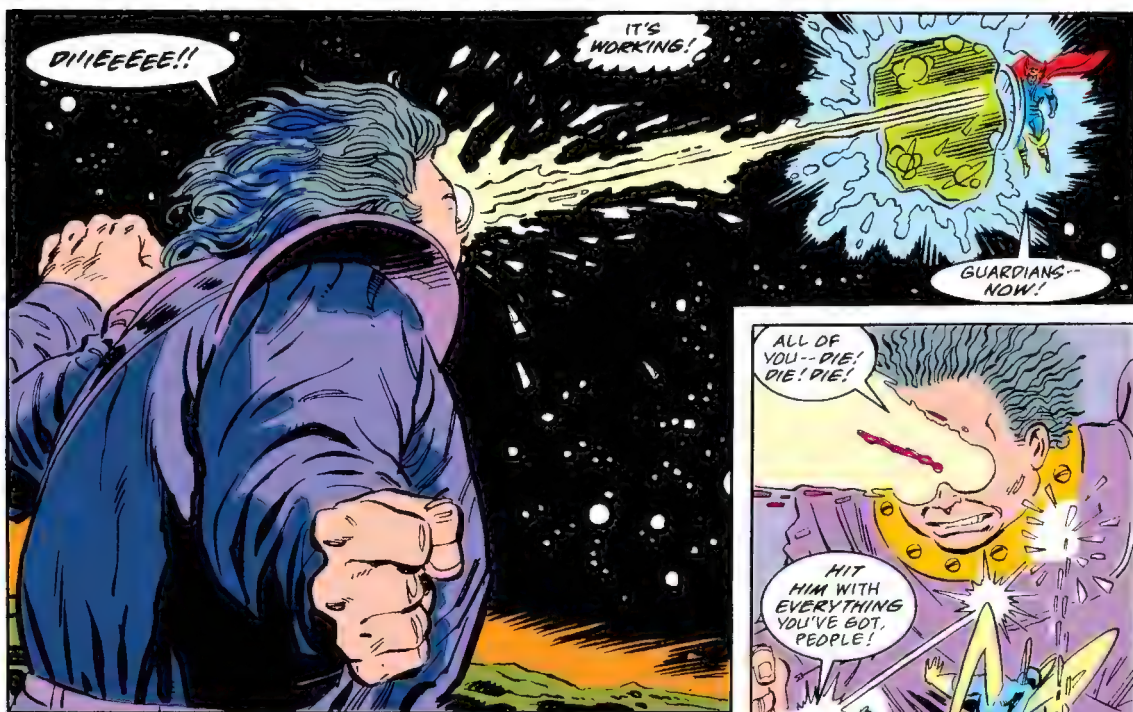
AT THAT MOMENT, IN AN ABANDONED SUBWAY STATION BENEATH THE CITY...

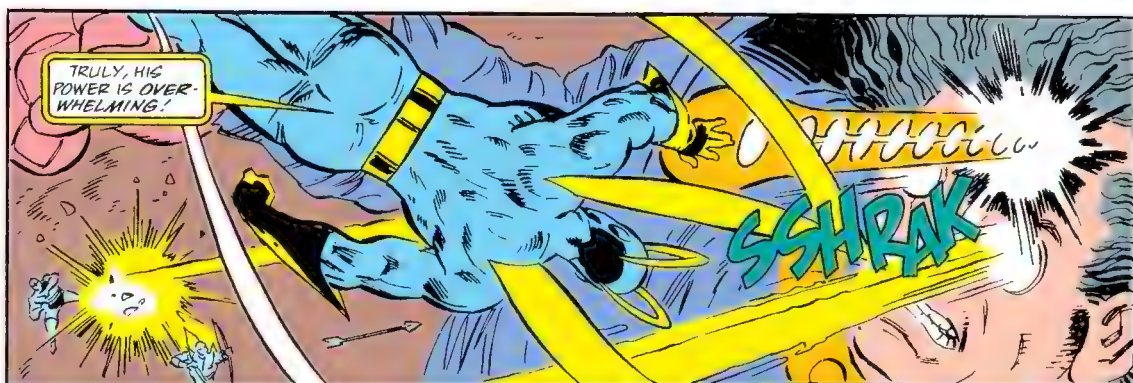






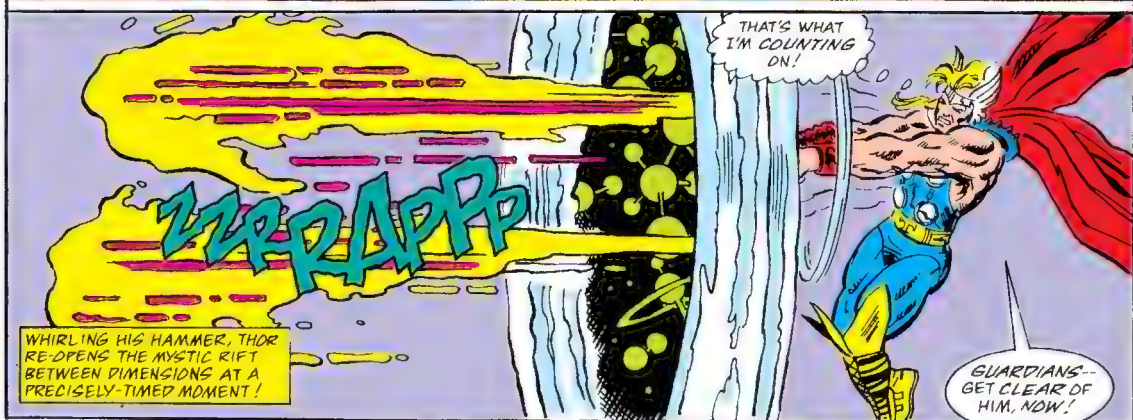






TRULY, HIS
POWER IS OVER-
WHELMING!

SSHRAK



THAT'S WHAT
I'M COUNTING
ON!

WHIRLING HIS HAMMER, THOR
RE-OPENS THE MYSTIC RIFT
BETWEEN DIMENSIONS AT A
PRECISELY-TIMED MOMENT!

GUARDIANS--
GET CLEAR OF
HIM, NOW!



VESSS!

FLEE
BEFORE
ME!

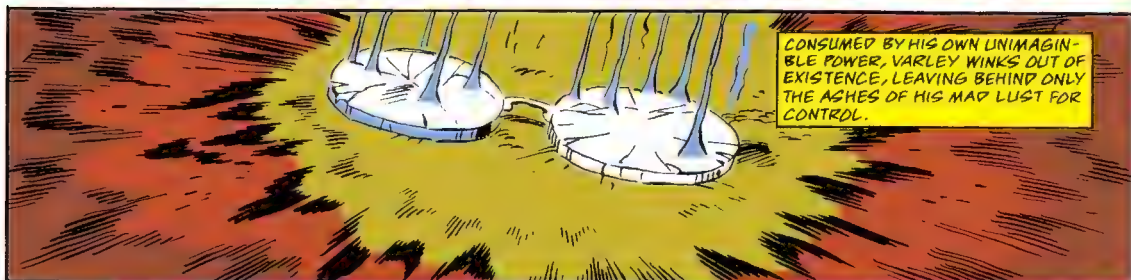
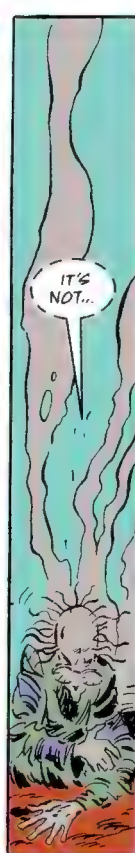
GROVEL
AND BEG FOR
MERCY AT MY
FEET!

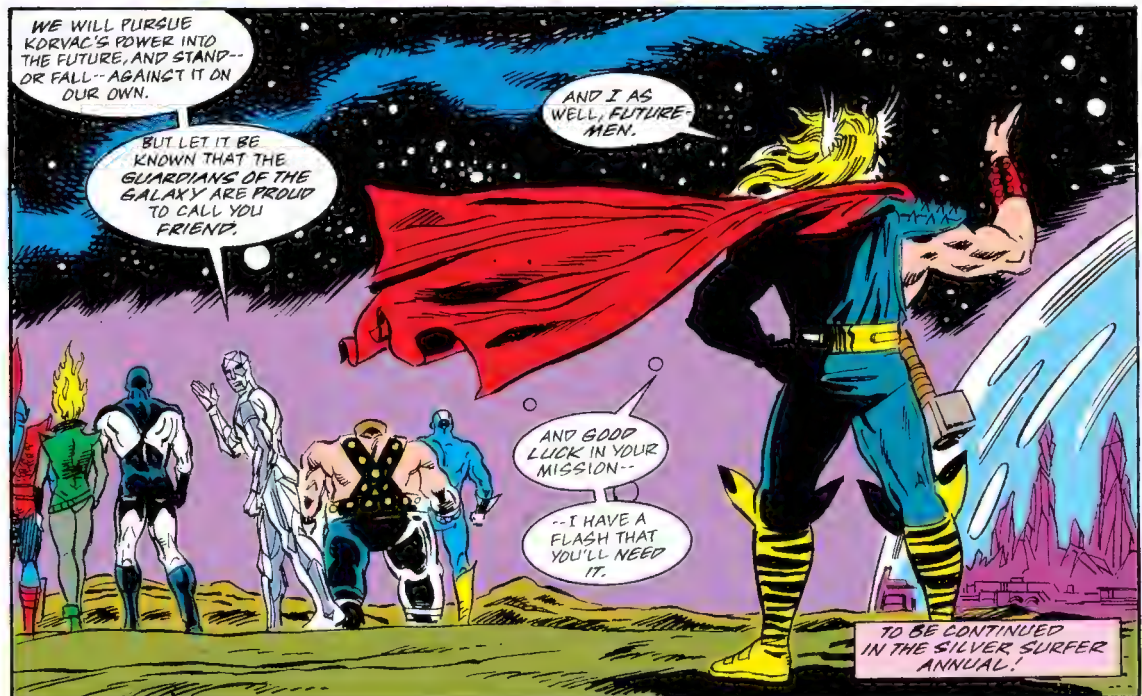
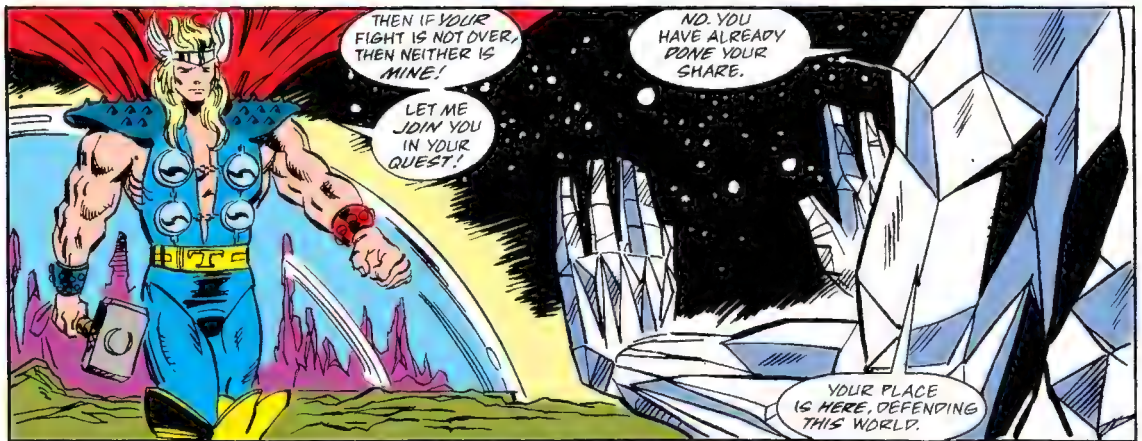
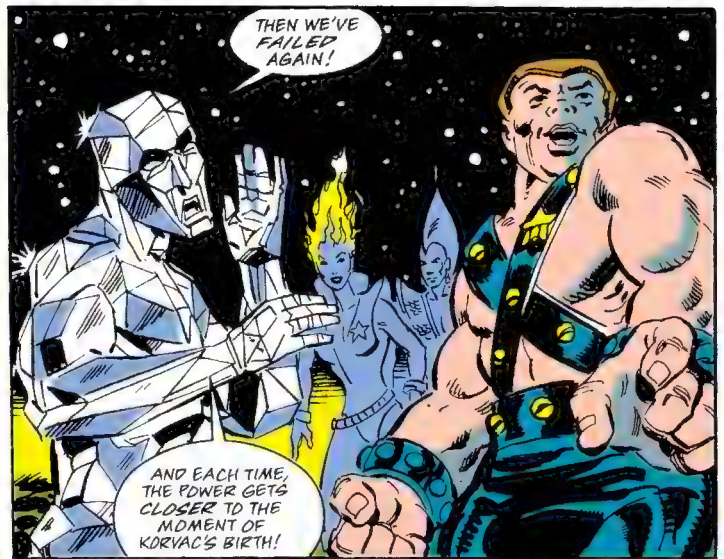


I WILL--

SSHRAAM

AAARRRGH!





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THE SILVER SURFER



IN BATTLE WITH THE
GUARDIANS
OF THE
GALAXY™



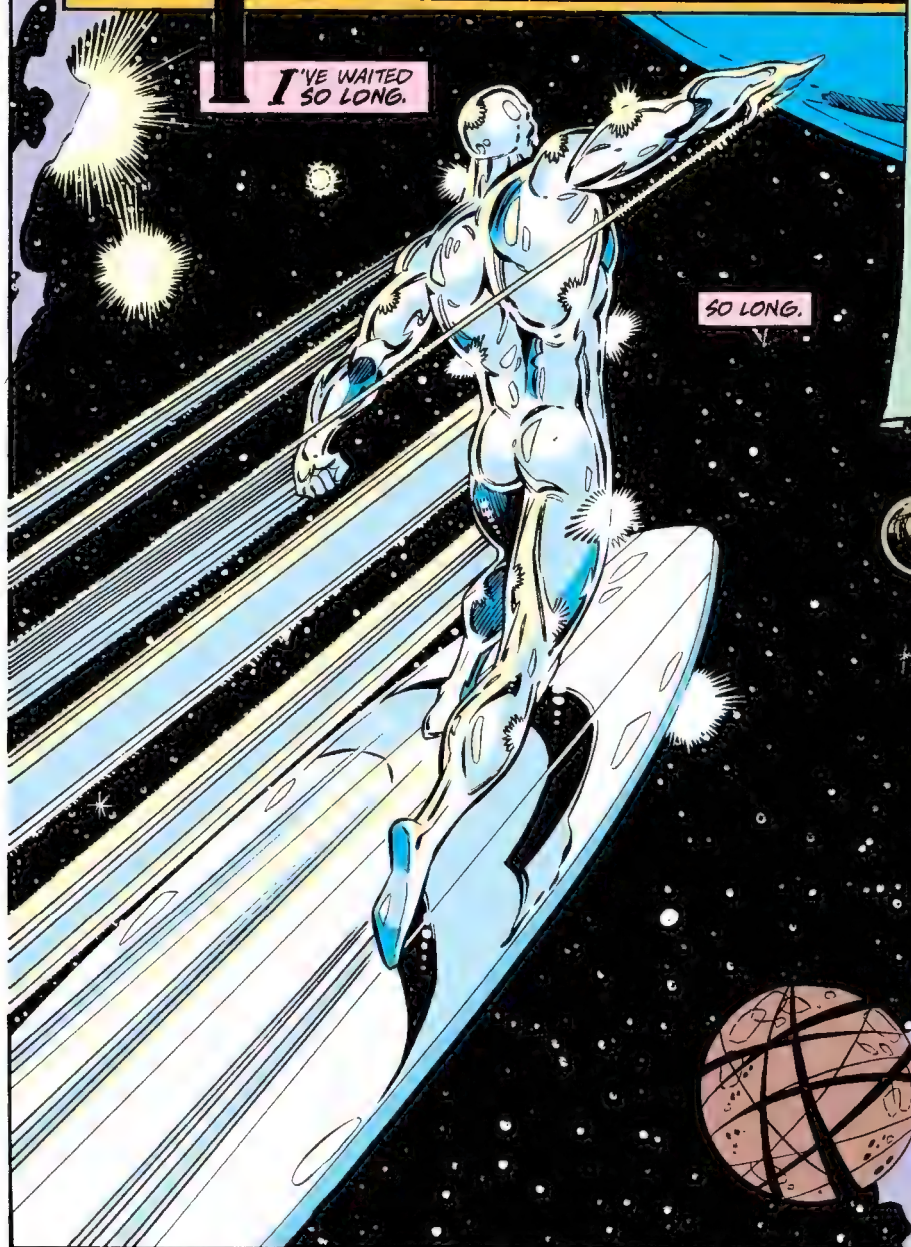
PRICE A PARADISE

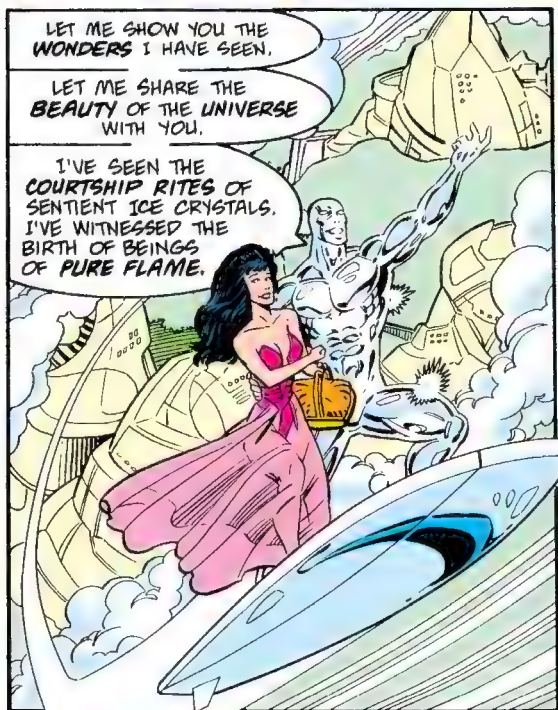
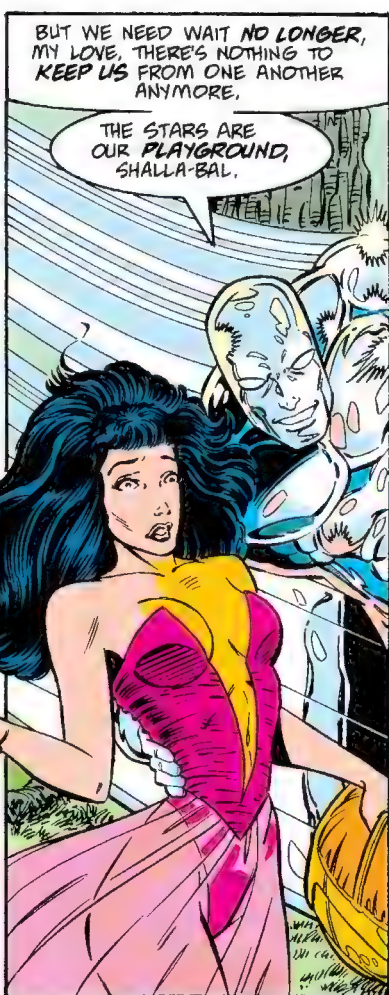
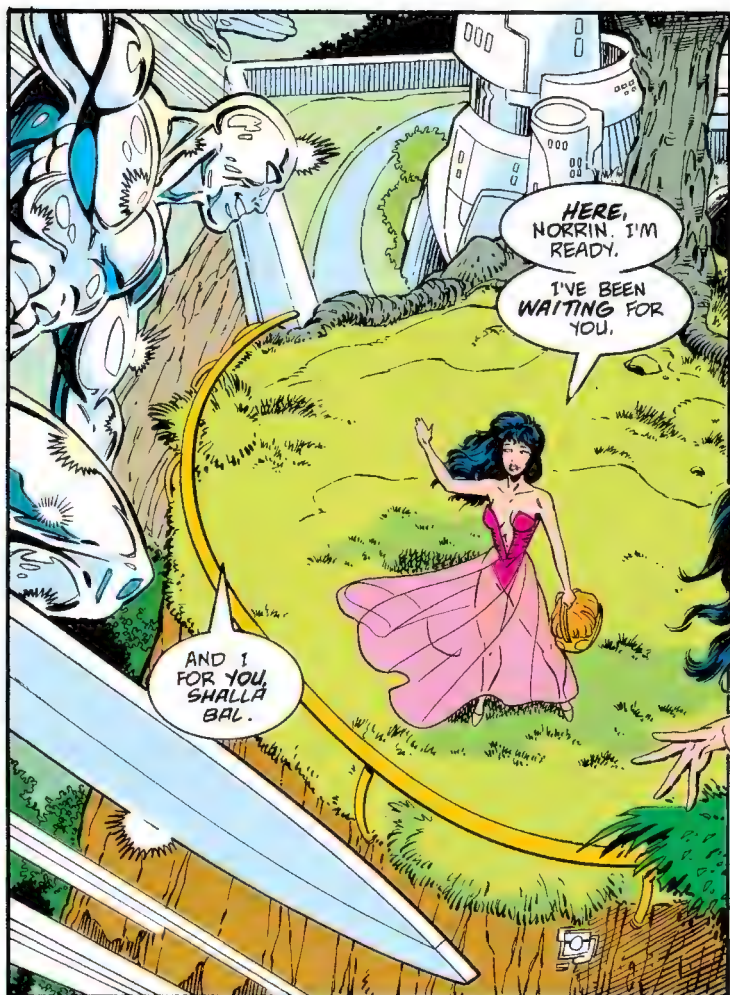
Starring:
**THE SILVER
SURFER** in

RON MARZ
writer
RON LIM
penciler
RALPH CABRERA
inker
KEN BRUZENAK
letterer
TOM VINCENT
colorist
CRAIG ANDERSON
editor
TOM DeFALCO
cosmic chief

I'VE WAITED
SO LONG.

SO LONG.







WHAT
KIND OF
PLANET IS
THIS?

A
PERFECT
ONE.

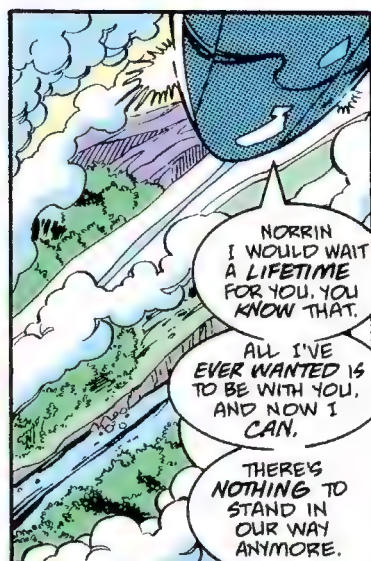
THERE'S NO
OTHER LIKE IT IN THE
UNIVERSE FOR NATURAL
BEAUTY. IT'S AS PRISTINE
AS THE DAY IT WAS CREATED.



THEN
IT'S PERFECT
FOR US.

YOU
DESERVE
NOTHING LESS.
YOU'VE WAITED
FOR ME... ALL
THESE YEARS.

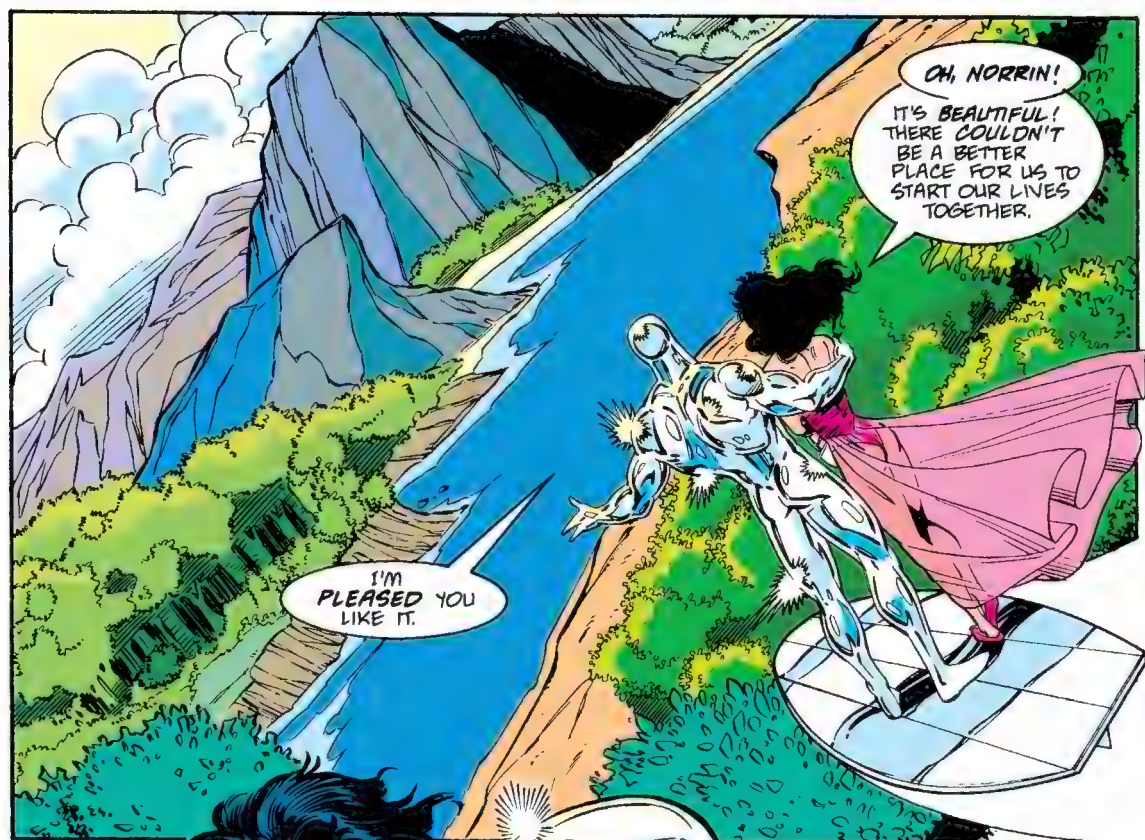
NOW I
CAN REWARD
YOUR
PATIENCE.



NORRIN
I WOULD WAIT
A LIFETIME
FOR YOU. YOU
KNOW THAT.

ALL I'VE
EVER WANTED IS
TO BE WITH YOU.
AND NOW I
CAN.

THERE'S
NOTHING TO
STAND IN
OUR WAY
ANYMORE.



OH, NORRIN!

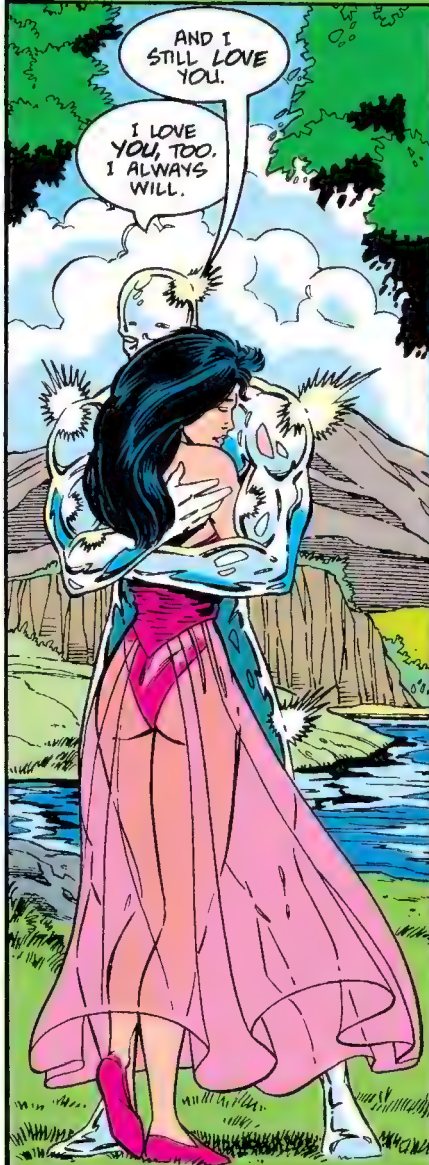
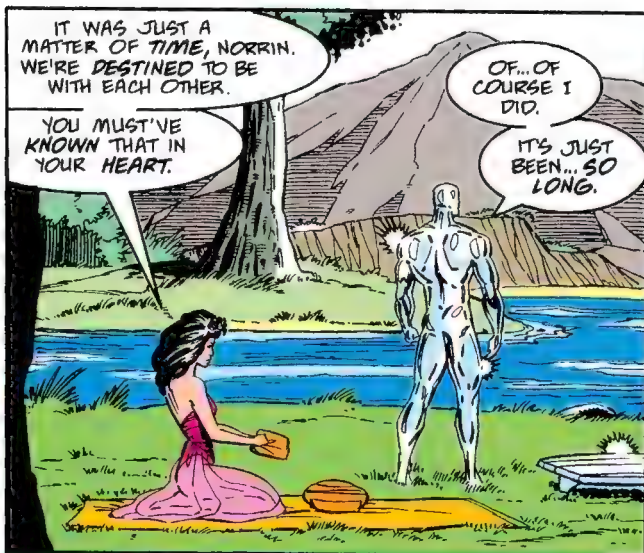
IT'S BEAUTIFUL!
THERE COULDN'T
BE A BETTER
PLACE FOR US TO
START OUR LIVES
TOGETHER.

I'M
PLEASED YOU
LIKE IT.



EVERY TIME I VISITED
THIS PLANET I THOUGHT
OF YOU. THE SPLENDOR
HERE IS MATCHED ONLY
BY YOUR OWN BEAUTY.

I DON'T KNOW
IF I EVER TRULY
BELIEVED WE WOULD
BE TOGETHER
AGAIN.









SHALLA BAL...WHAT HAVE I DONE?

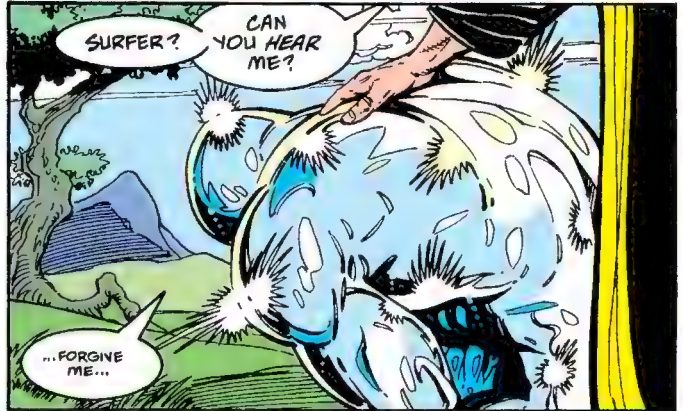
I DIDN'T WANT IT TO BE LIKE THIS.

I NEVER THOUGHT THIS WOULD HAPPEN!



I'M SO SORRY... SO SORRY...

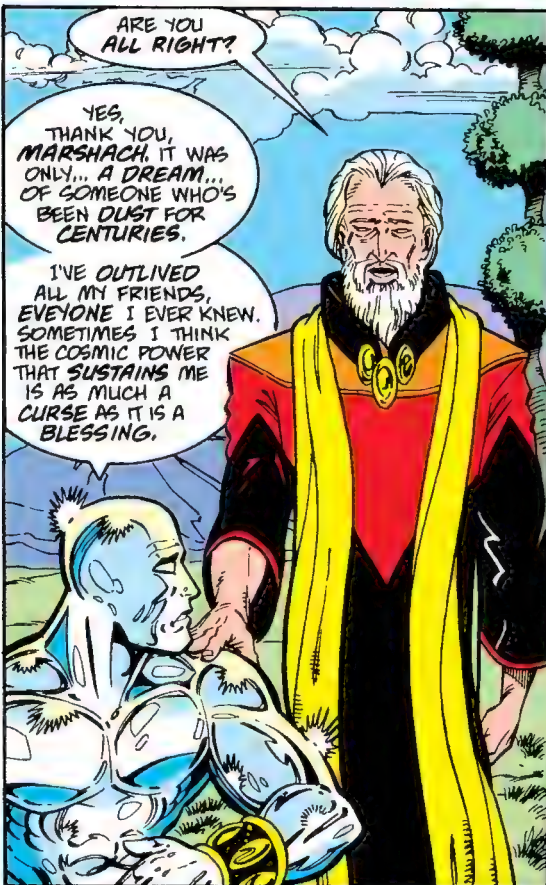
FORGIVE ME, SHALLA...



SURFER?

CAN YOU HEAR ME?

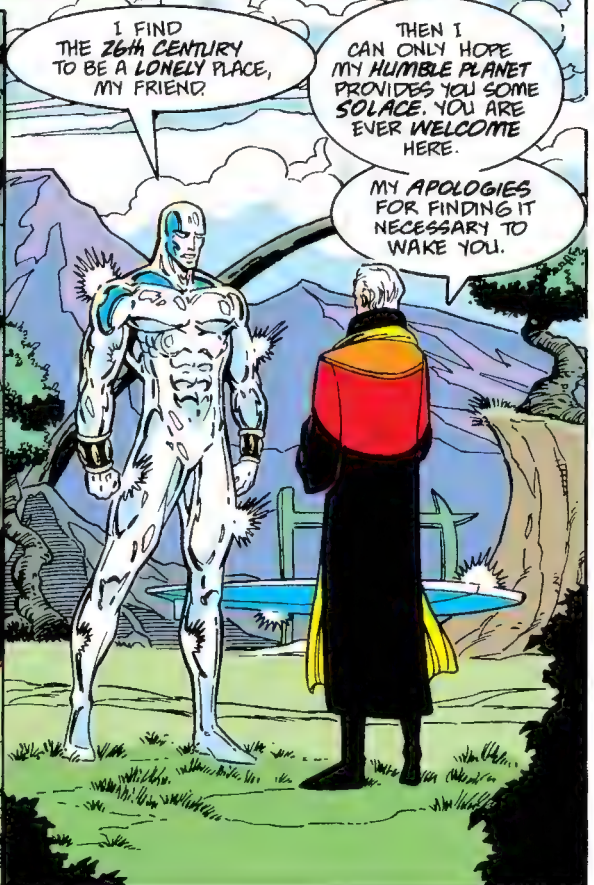
...FORGIVE ME...



ARE YOU ALL RIGHT?

YES, THANK YOU, MARSHACH. IT WAS ONLY... A DREAM... OF SOMEONE WHO'S BEEN DUST FOR CENTURIES.

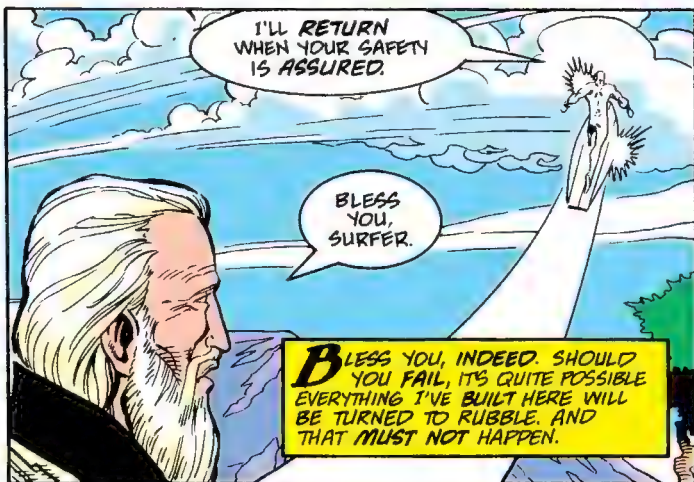
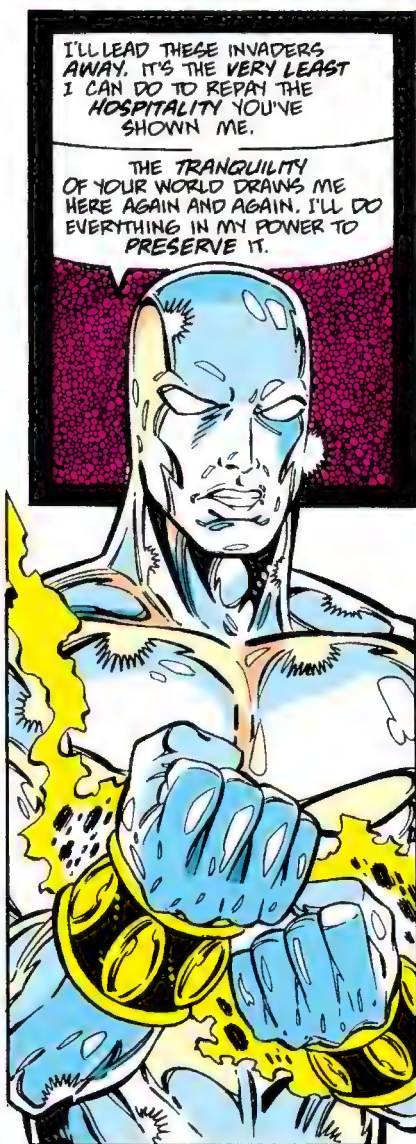
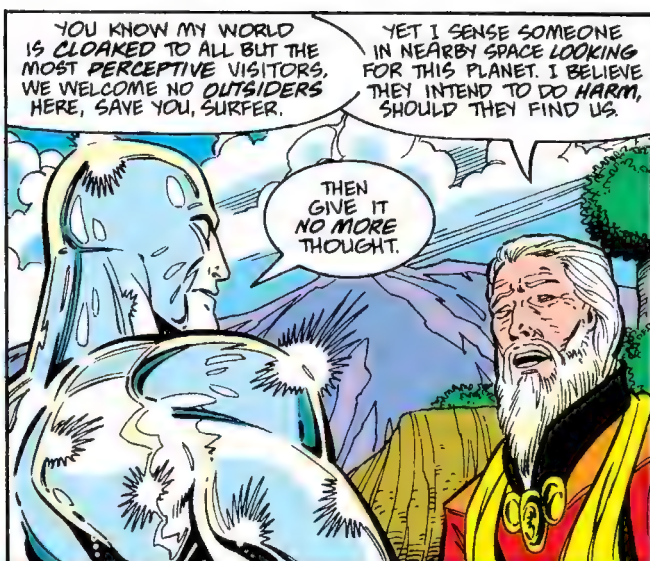
I'VE OUTLIVED ALL MY FRIENDS, EVERYONE I EVER KNEW. SOMETIMES I THINK THE COSMIC POWER THAT SUSTAINS ME IS AS MUCH A CURSE AS IT IS A BLESSING.



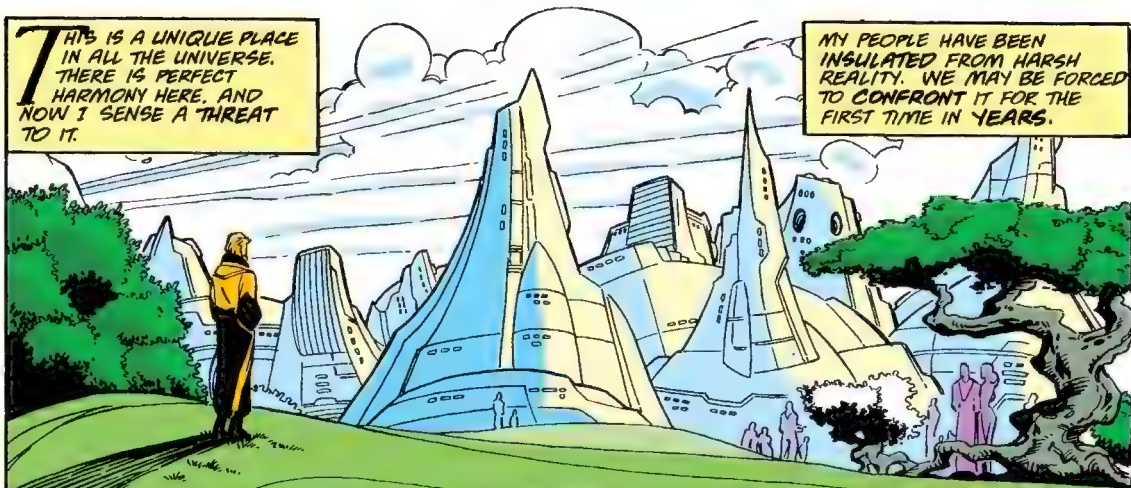
I FIND THE 26TH CENTURY TO BE A LONELY PLACE, MY FRIEND.

THEN I CAN ONLY HOPE MY HUMBLE PLANET PROVIDES YOU SOME SOLACE. YOU ARE EVER WELCOME HERE.

MY APOLOGIES FOR FINDING IT NECESSARY TO WAKE YOU.



THIS IS A UNIQUE PLACE
IN ALL THE UNIVERSE.
THERE IS PERFECT
HARMONY HERE, AND
NOW I SENSE A THREAT
TO IT.

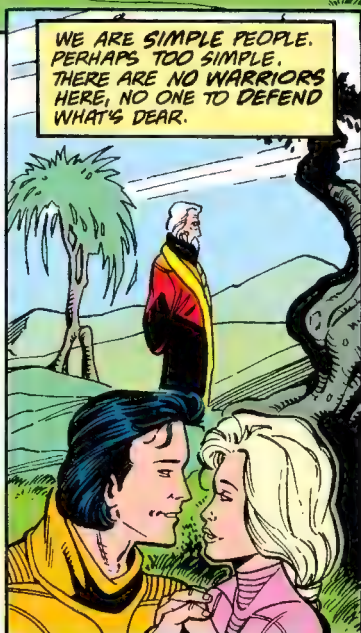


MY PEOPLE HAVE BEEN
INSULATED FROM HARSH
REALITY. WE MAY BE FORCED
TO CONFRONT IT FOR THE
FIRST TIME IN YEARS.

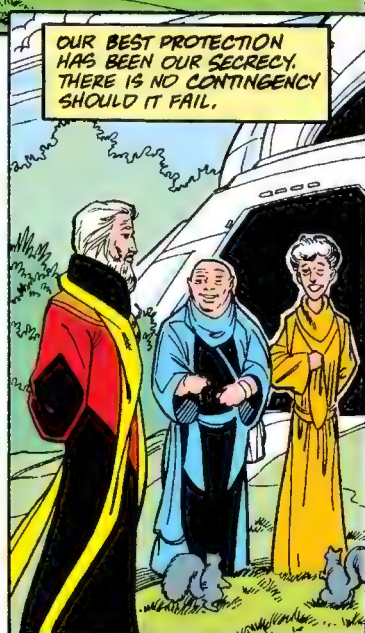
WILL THEY HAVE A FUTURE?
THEY KNOW NOTHING OF THE
DANGER THAT SEARCHES
FOR US.



WE ARE SIMPLE PEOPLE.
PERHAPS TOO SIMPLE.
THERE ARE NO WARRIORS
HERE, NO ONE TO DEFEND
WHAT'S DEAR.



OUR BEST PROTECTION
HAS BEEN OUR SECRECY.
THERE IS NO CONTINGENCY
SHOULD IT FAIL.

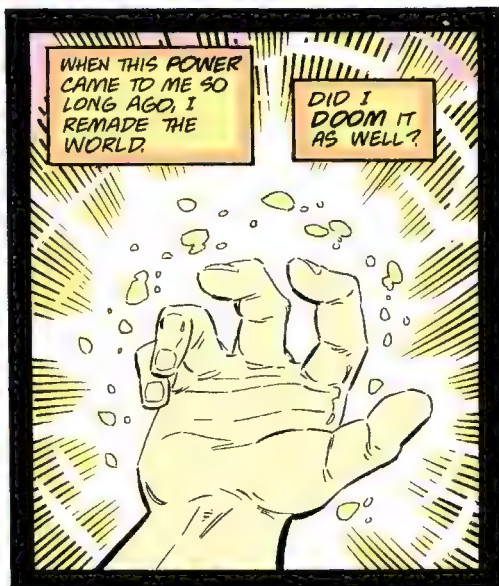


WHEN I BANISHED
VIOLENCE, DID I
CREATE A SOCIETY
OF SHEEP WAITING TO
BE SLAUGHTERED?



WHEN THIS POWER
CAME TO ME SO
LONG AGO, I
REMADE THE
WORLD.

DID I
DOOM IT
AS WELL?



I DID NOT ASK FOR AN EXPLANATION WHEN THE POWER MANIFESTED ITSELF. I SIMPLY USED IT.

LIFE HAD BEEN HARD SINCE WE SETTLED ON THIS WORLD. WE HOPED WE WERE ESCAPING THE EARTH AND WHAT IT HAD BECOME. WE DIDN'T REALIZE WE WERE BRINGING IT ALL WITH US.

THE POWER CHANGED ALL THAT.

I BELIEVED MYSELF TO BE A SAVIOR. SOME EVEN CALLED ME MESSIAH.

THERE WAS NO MORE HUNGER. DISEASE WAS ELIMINATED.

NO MORE HATRED, NO BLOODSHED, NO WAR.

POVERTY LOST ITS MEANING. NO ONE WANTED FOR ANYTHING.

ALL BECAUSE I WILLED IT.

I BROUGHT THE PEOPLE THEIR HEARTS' DESIRES, AND THEY PROCLAIMED ME SOVEREIGN, WORSHIPPED ME.

IT HAS BEEN SO FOR... I NO LONGER KNOW HOW LONG.



I FEAR ITS END IS APPROACHING.

MARSHACH...



...IS THERE ANY NEWS?

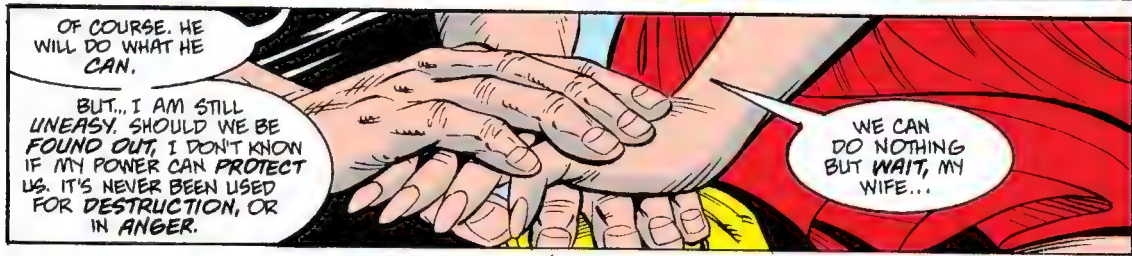
NOTHING YOU DON'T ALREADY KNOW, KAREELA. THOSE WHO ARE SEARCHING FOR OUR PLANET REMAIN IN PROXIMITY.

MY PREMONITION STILL TELLS ME THEIR PRESENCE POSES A GRAVE THREAT...

...THOUGH ITS EXACT NATURE REMAINS HIDDEN FROM ME.



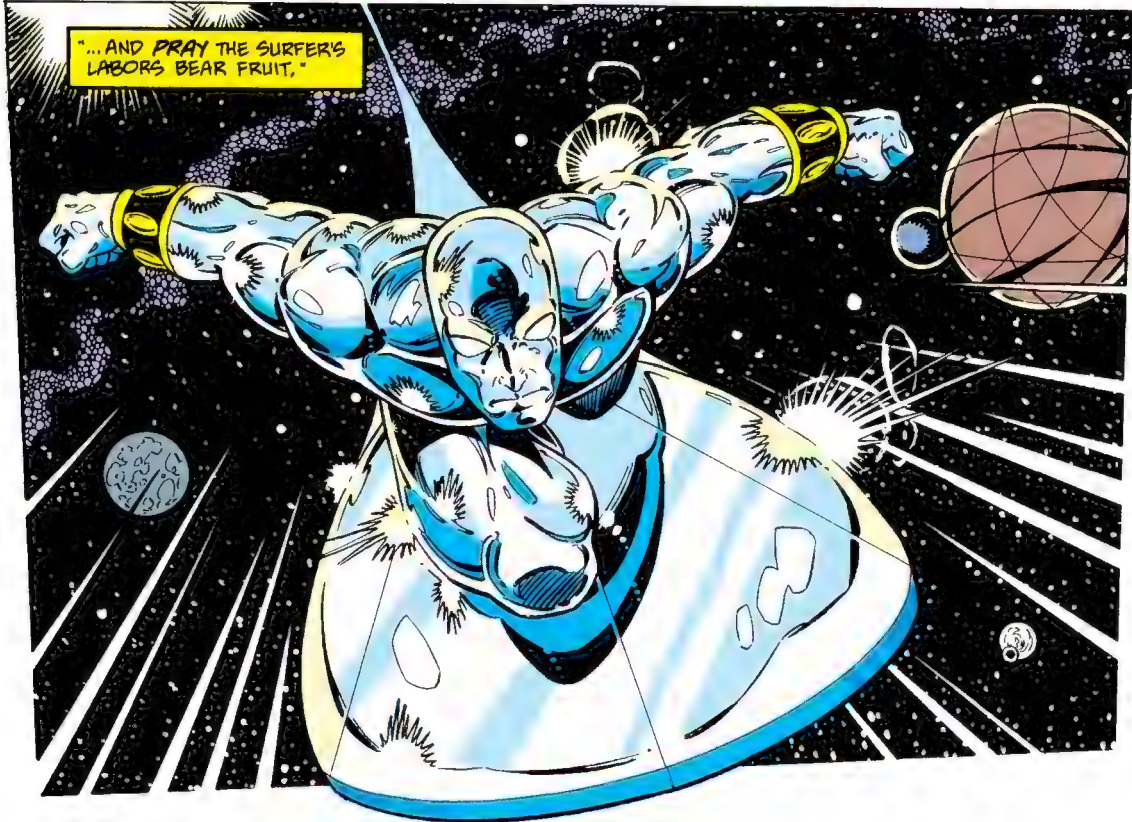
WHAT OF THE SILVER SURFER? SURELY HE AGREED TO HELP US?



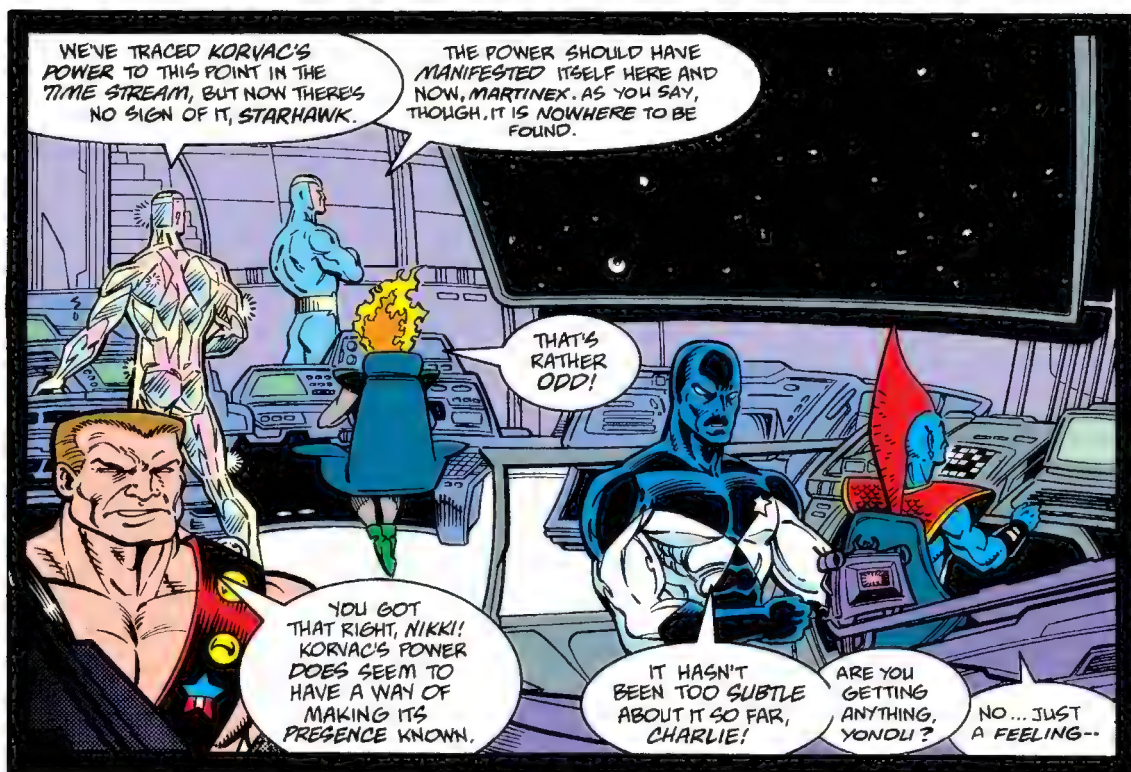
OF COURSE. HE WILL DO WHAT HE CAN.

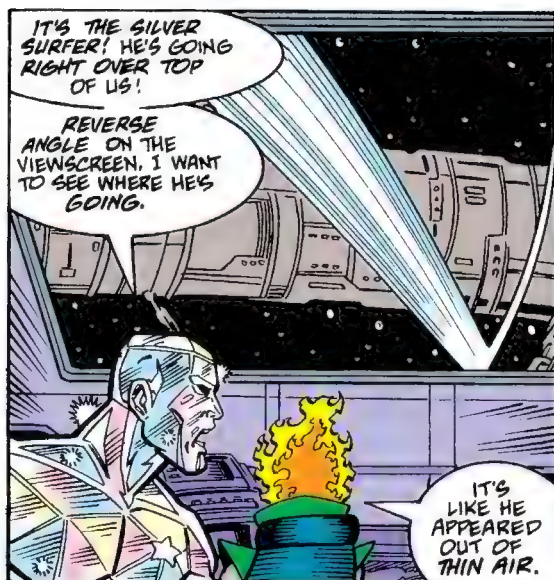
BUT... I AM STILL UNEASY. SHOULD WE BE FOUND OUT, I DON'T KNOW IF MY POWER CAN PROTECT US. IT'S NEVER BEEN USED FOR DESTRUCTION, OR IN ANGER.

WE CAN DO NOTHING BUT WAIT, MY WIFE...



"...AND PRAY THE SURFER'S LABORS BEAR FRUIT."





IT'S THE SILVER SURFER! HE'S GOING RIGHT OVER TOP OF US!

REVERSE ANGLE ON THE VIEWSCREEN, I WANT TO SEE WHERE HE'S GOING.

IT'S LIKE HE APPEARED OUT OF THIN AIR.



WHEREVER HE'S HEADED, HE'S GOIN' THERE IN A HURRY.

GET THIS THING TURNED AROUND AND PLOT A TRACKING COURSE. WE'RE GOING TO FOLLOW HIM.



I BELIEVE IT WOULD BE BEST IF I STAYED BEHIND AND MONITORED THIS AREA.

WE MIGHT BE ABLE TO PIERCE THAT AREA OF NOTHINGNESS.

BY ALL MEANS, WE CAN'T AFFORD TO OVERLOOK ANY POSSIBILITIES. NIKKI WILL STAY WITH YOU IN A SHUTTLE.

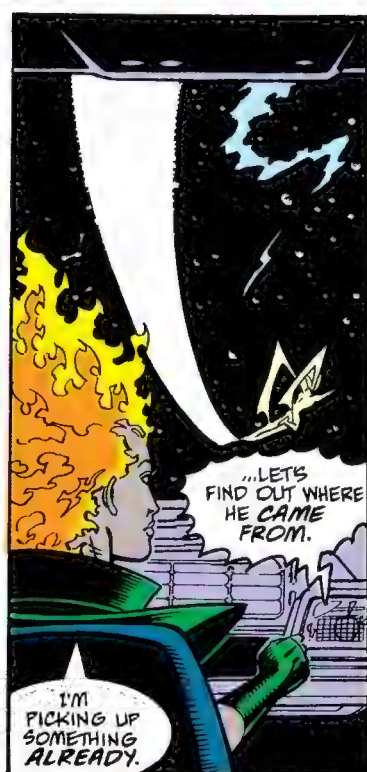


WE'LL RENDEZVOUS WITH YOU BACK HERE, STARHAWK, AS SOON AS WE CATCH UP WITH THE SURFER AND GET AN EXPLANATION OUT OF HIM.

UNDERSTOOD.

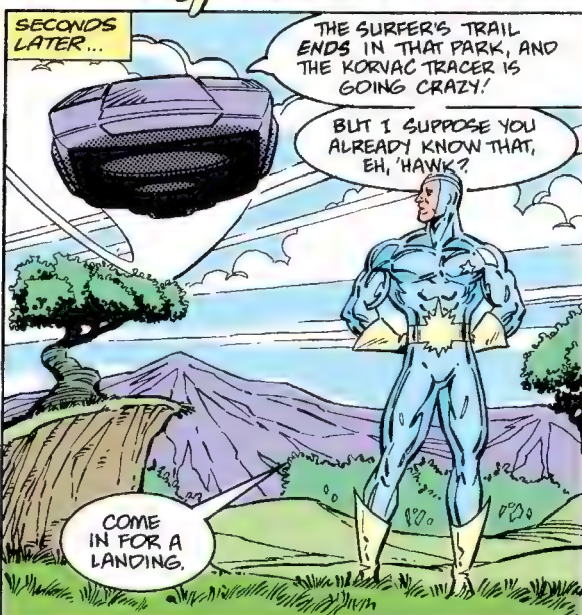
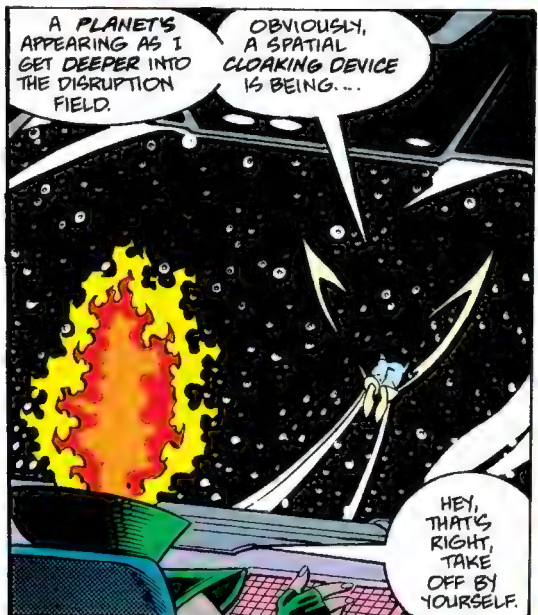
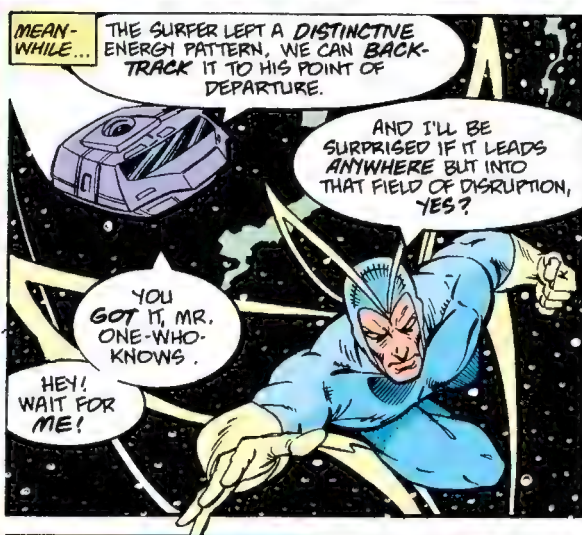


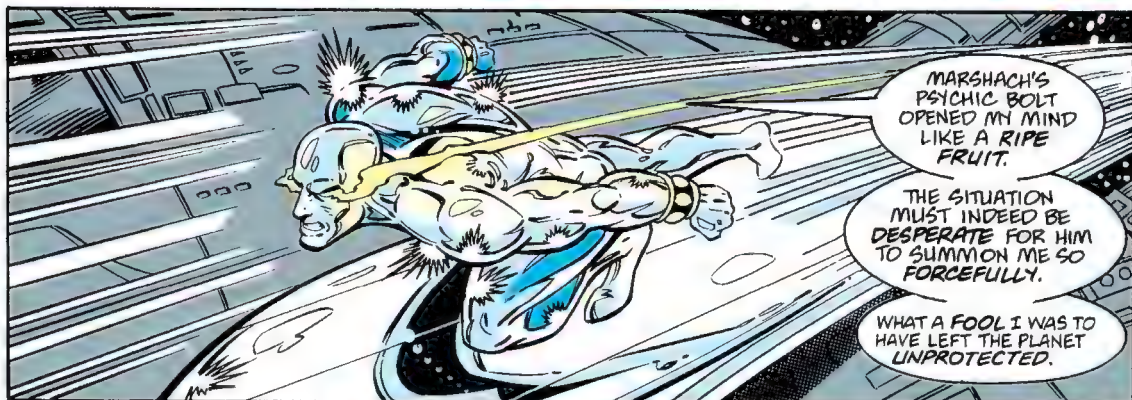
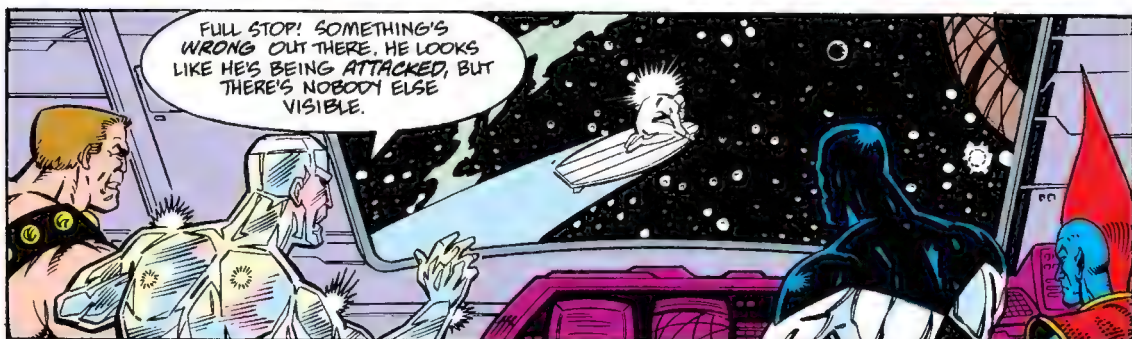
CALIBRATE THE SENSORS FOR ENERGY RESIDUE, INSTEAD OF WHERE HE'S GOING...



...LET'S FIND OUT WHERE HE CAME FROM.

I'M PICKING UP SOMETHING ALREADY.







I PRAY
I'M NOT TOO
LATE.

MARSHACH
IS POWERFUL, BUT
HE IS NO WARRIOR.
THIS PLANET IS
DEFENSELESS.

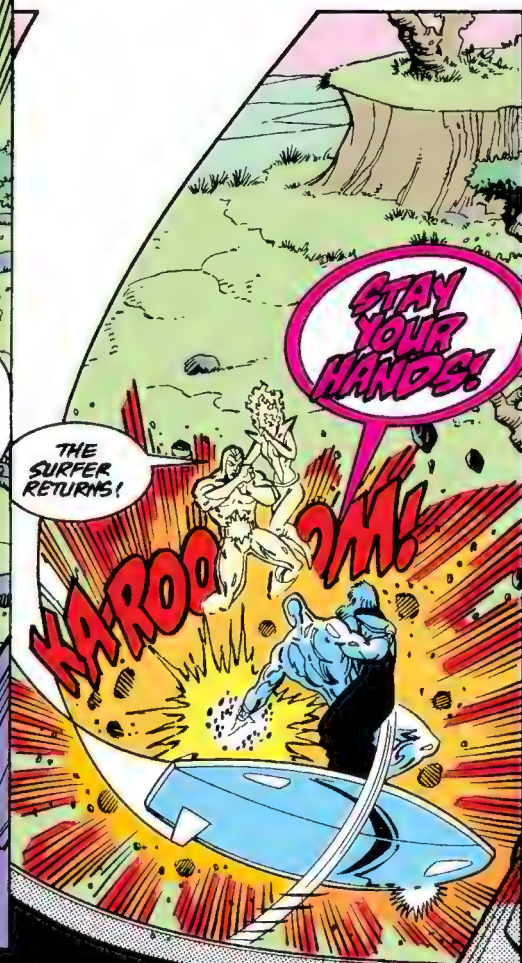


YOU
MUST YIELD THE
POWER TO US!
YOU HAVE NO
CHOICE!

YEAH!
YOU DON'T
WANT TO
MAKE US
TAKE IT
FROM
YOU!

NO!

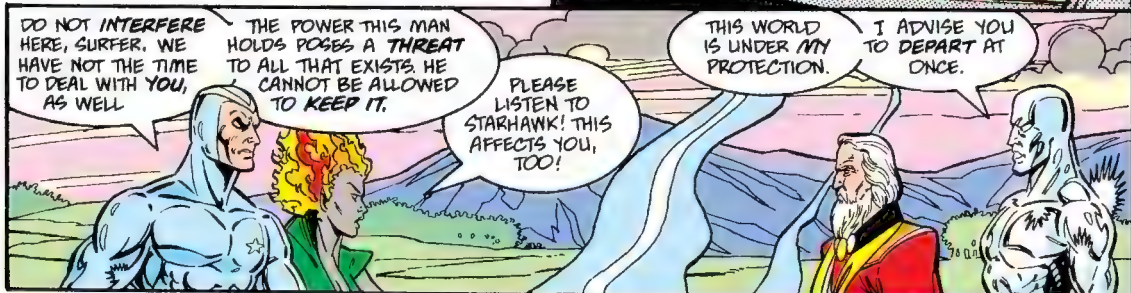
IT WOULD
RUIN EVERY-
THING.
ALL I'VE
CREATED.



STAY
YOUR
HANDS!

THE
SURFER
RETURNS!

KAROOO!!!



DO NOT INTERFERE
HERE, SURFER. WE
HAVE NOT THE TIME
TO DEAL WITH YOU,
AS WELL

THE POWER THIS MAN
HOLDS POSES A THREAT
TO ALL THAT EXISTS. HE
CANNOT BE ALLOWED
TO KEEP IT.

PLEASE
LISTEN TO
STARHAWK! THIS
AFFECTS YOU,
TOO!

THIS WORLD
IS UNDER MY
PROTECTION.

I ADVISE YOU
TO DEPART AT
ONCE.



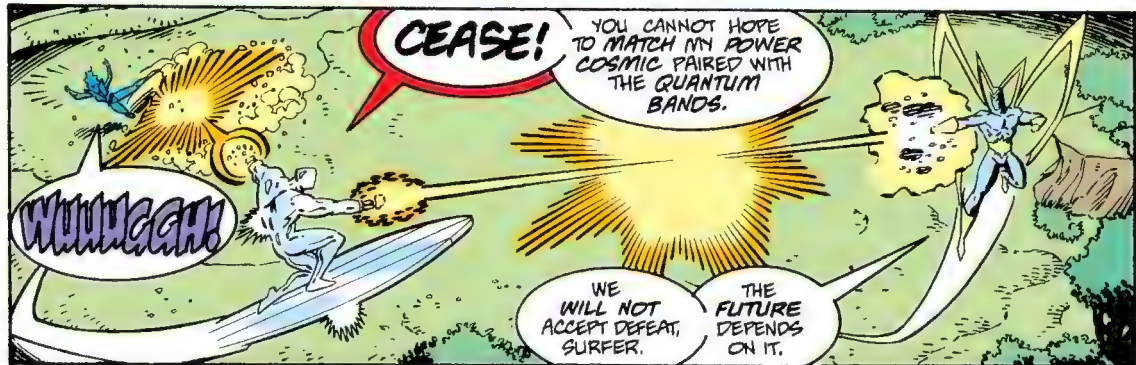
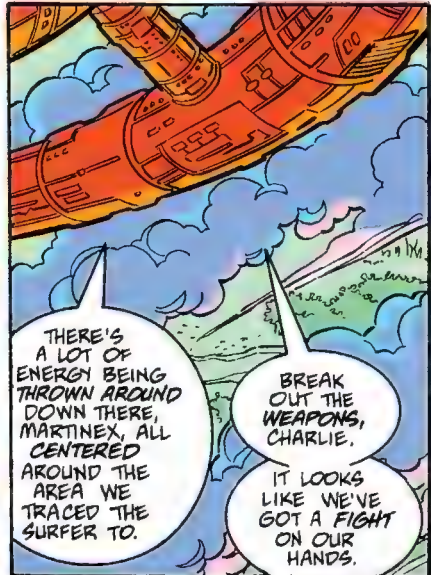
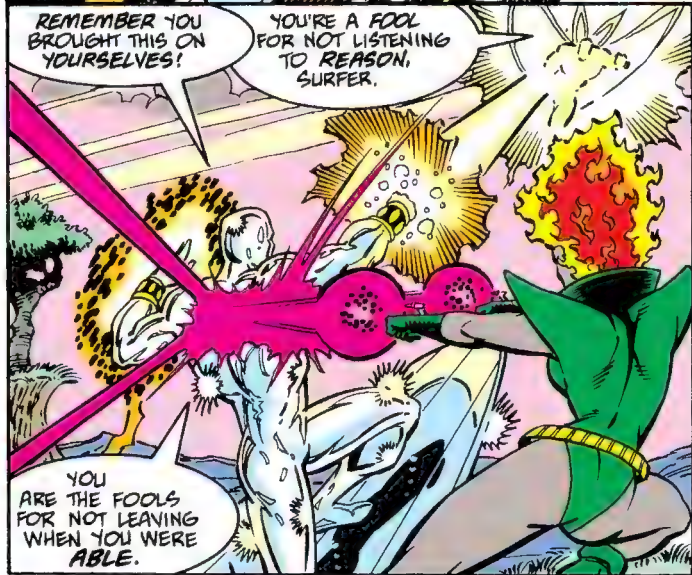
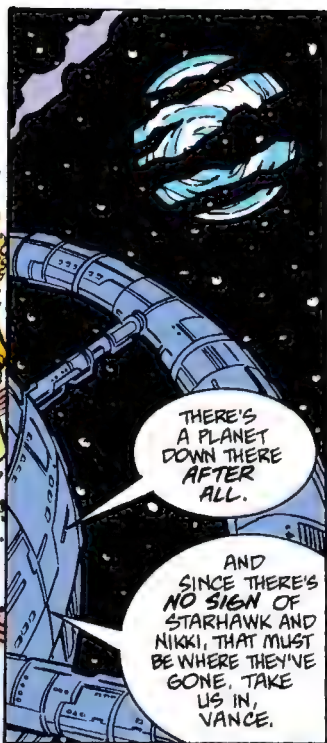
OTHERWISE
I AM COMPELLED
TO FORCE YOU
TO LEAVE.

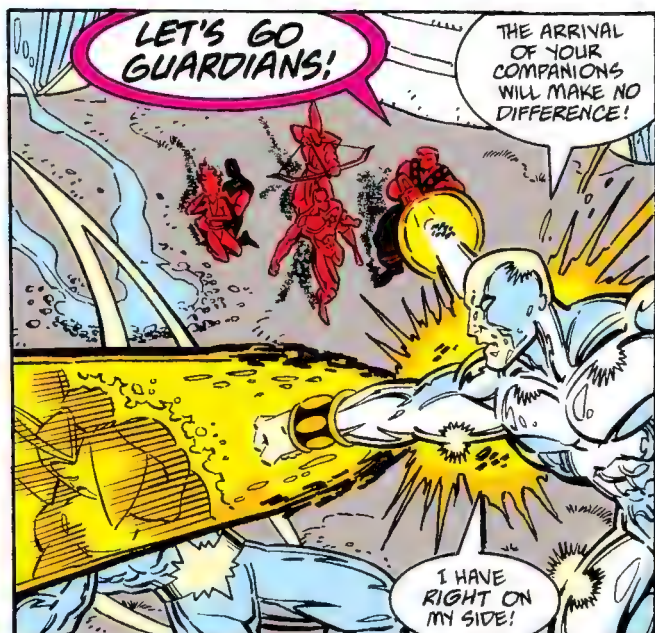
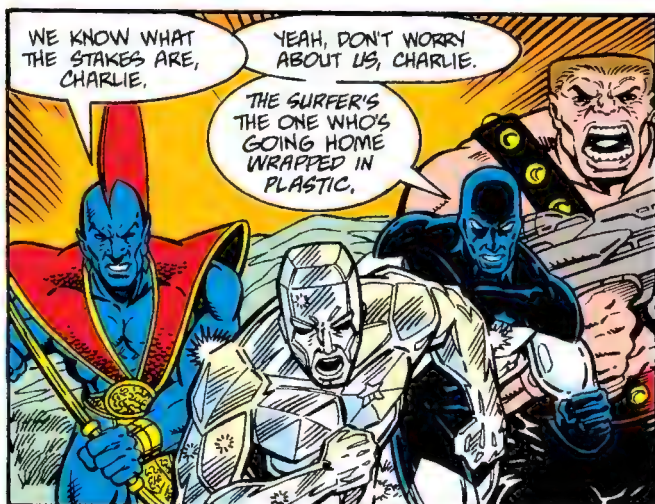
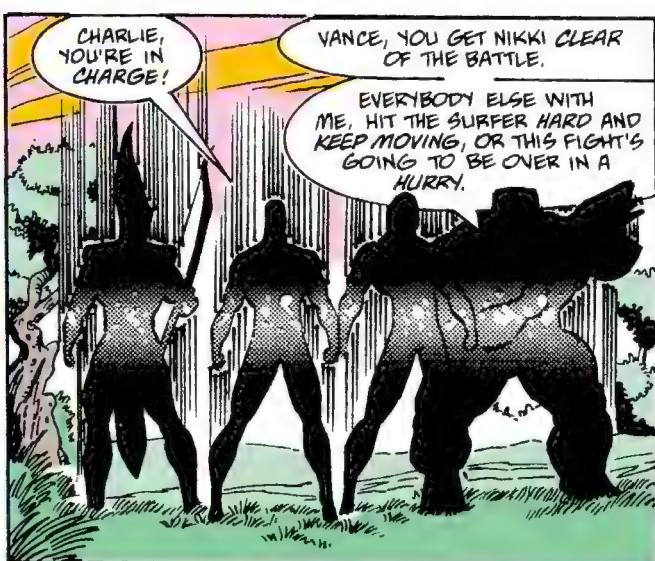
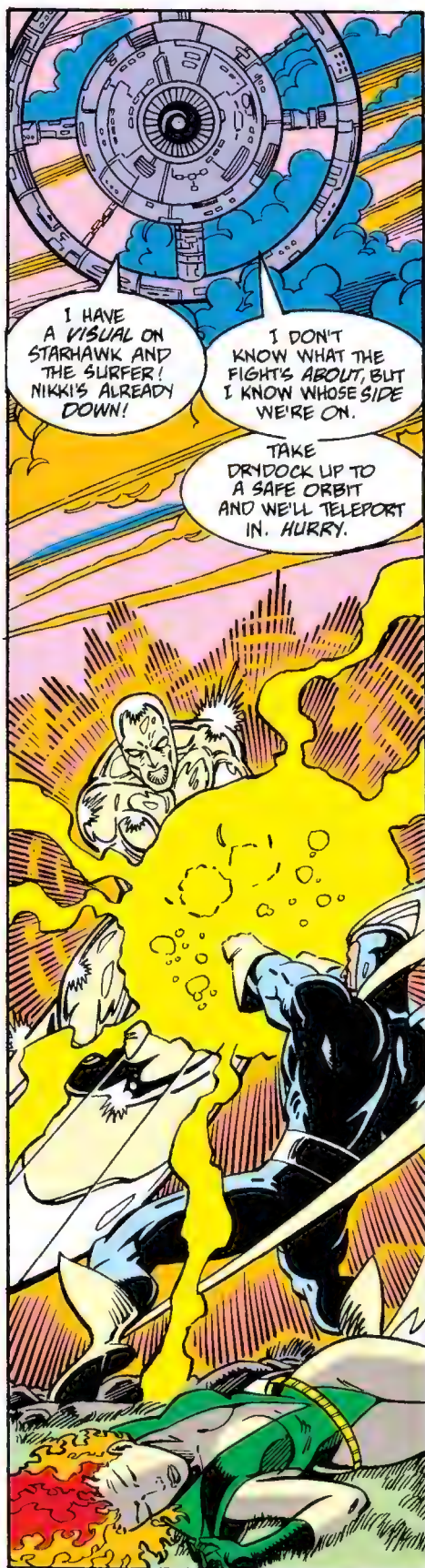
AND I AM
MORE THAN
CAPABLE OF
DOING IT.



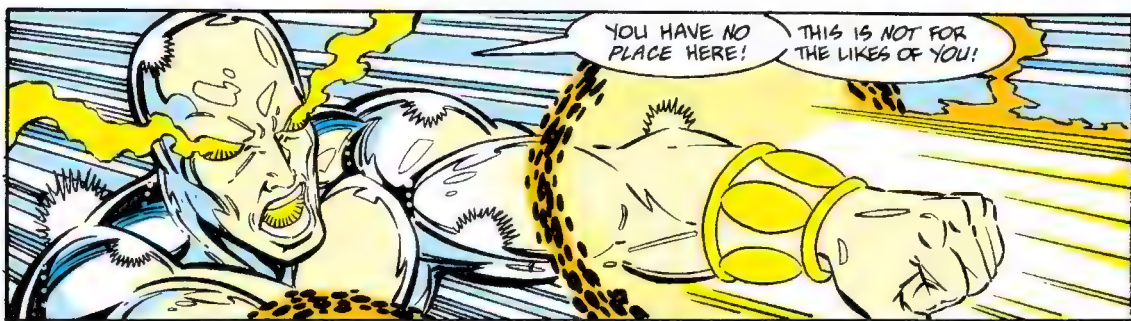
PERHAPS YOU ARE.
BUT WE HAVE LITTLE
CHOICE IN THE MATTER.

WE WON'T BE
DISSUADED.
AND IF YOU
WANT TO PLAY
ROUGH...









YOU HAVE NO PLACE HERE!

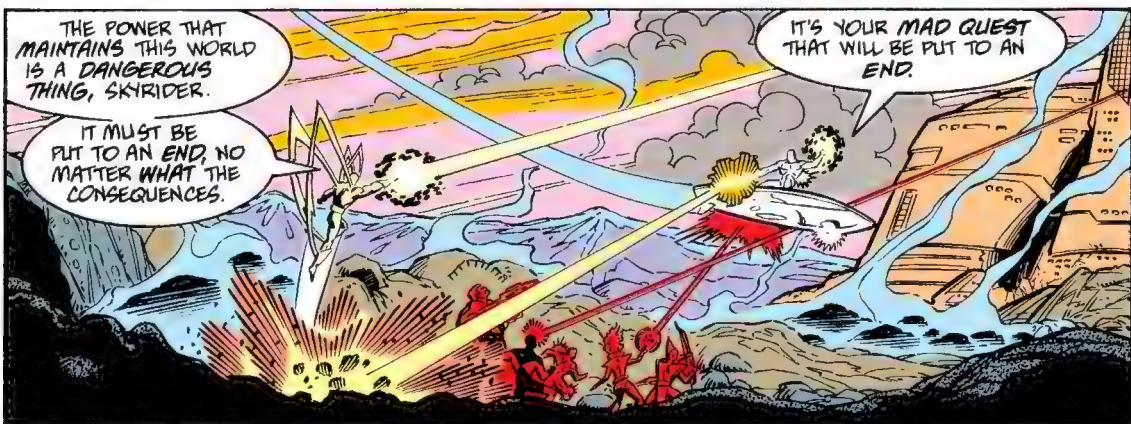
THIS IS NOT FOR THE LIKES OF YOU!



WE CAME FOR THE POWER, AND WE SHALL NOT LEAVE WITHOUT IT!

IT HAS ELUDED US TWICE ALREADY. A THIRD FAILURE COULD MEAN DISASTER.

SO MOVE IT OR LOSE IT, BALDY! WE GOT A JOB TO DO.



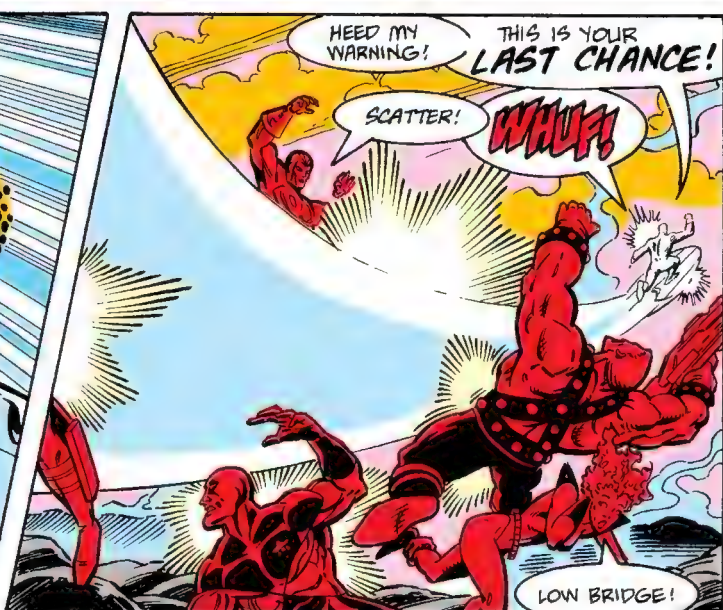
THE POWER THAT MAINTAINS THIS WORLD IS A DANGEROUS THING, SKYRIDER.

IT MUST BE PUT TO AN END, NO MATTER WHAT THE CONSEQUENCES.

IT'S YOUR MAD QUEST THAT WILL BE PUT TO AN END.



AND ALL OF YOU WITH IT- IF YOU DO NOT LEAVE THIS PLANET PEACEFULLY!



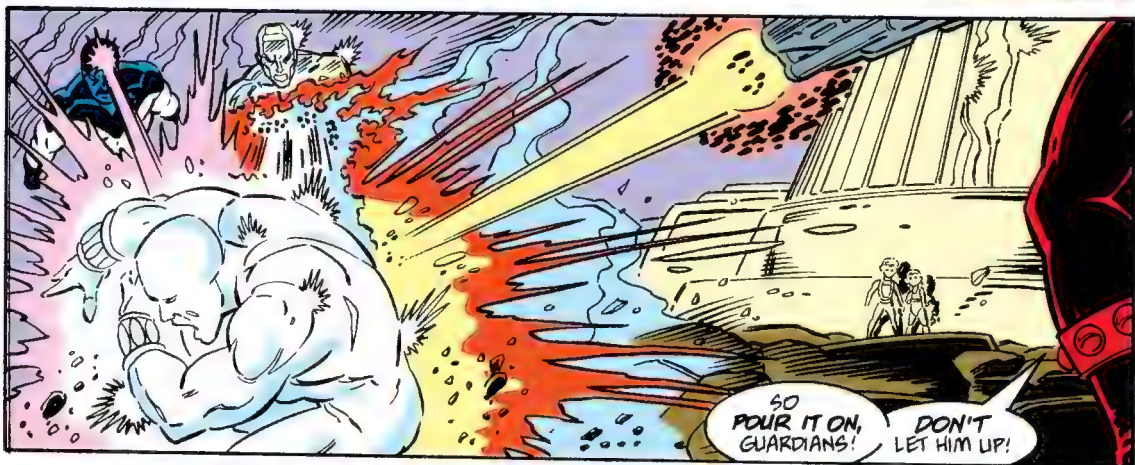
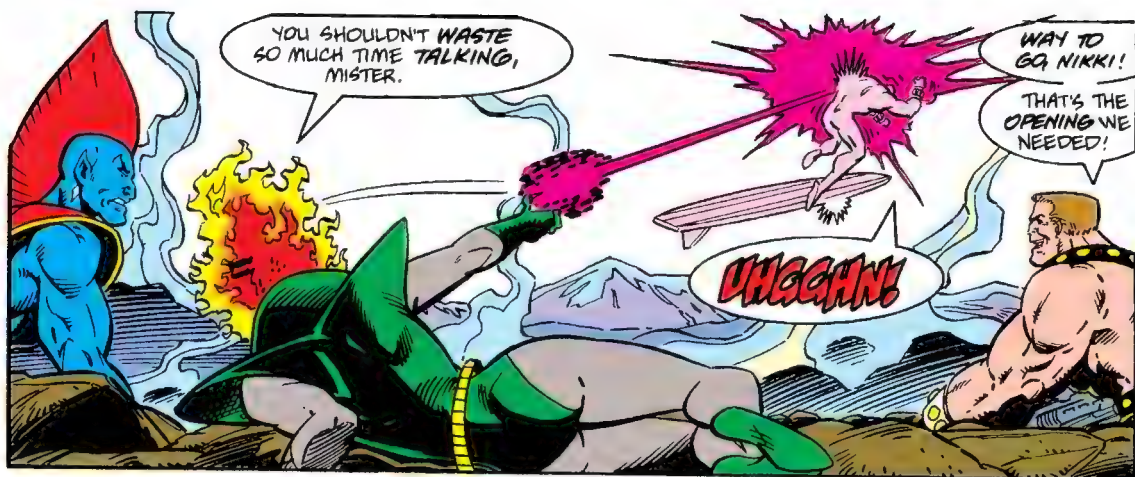
HEED MY WARNING!

THIS IS YOUR LAST CHANCE!

SCATTER!

WHUP!

LOW BRIDGE!

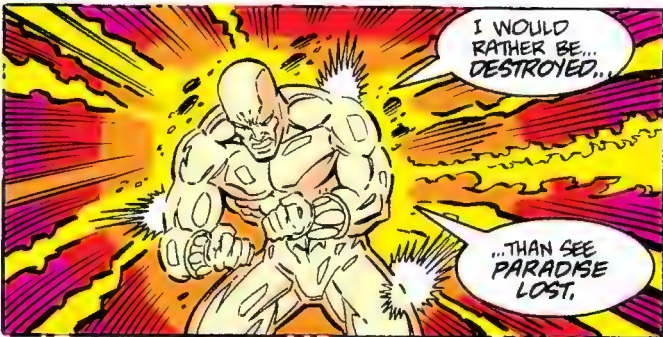




I...
...WON'T...
...BE...
...DEFEATED.



I HAVE SWORN...
TO PROTECT...
...THIS
PLANET...
...I REFUSE
TO FAIL...
IN THAT
DUTY.



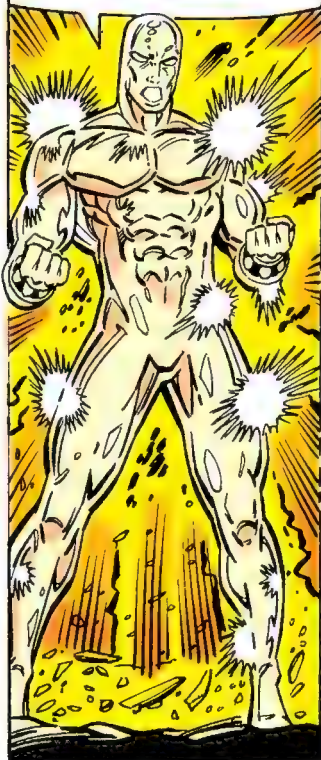
I WOULD
RATHER BE...
DESTROYED...

...THAN SEE
PARADISE
LOST.

BE WARNED, MY FOES.

THE SILVER SURFER
HAS TAKEN THE WORST
YOU HAVE TO GIVE, AND
STANDS UNBOWED.

YOU HAVE BROUGHT
DESTRUCTION TO THIS MOST
CHERISHED LAND, BUT NO
MORE.



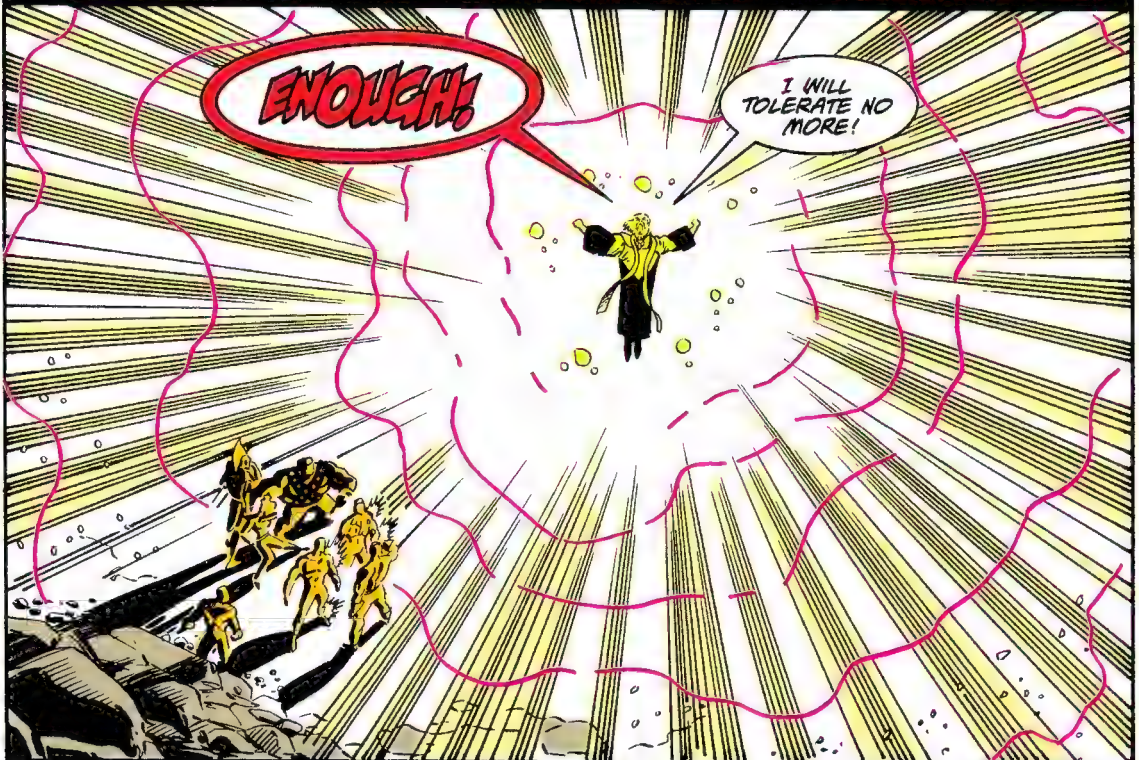
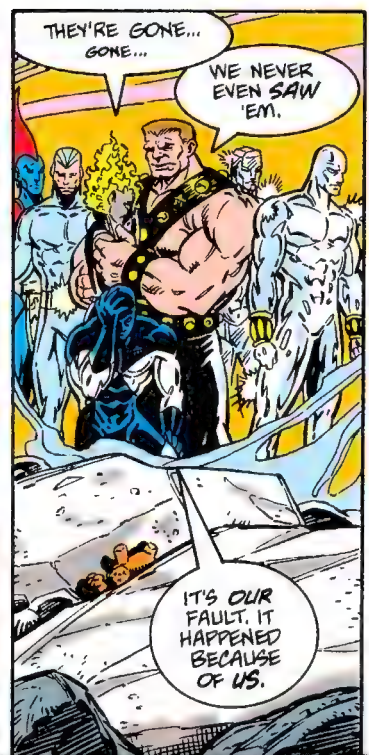
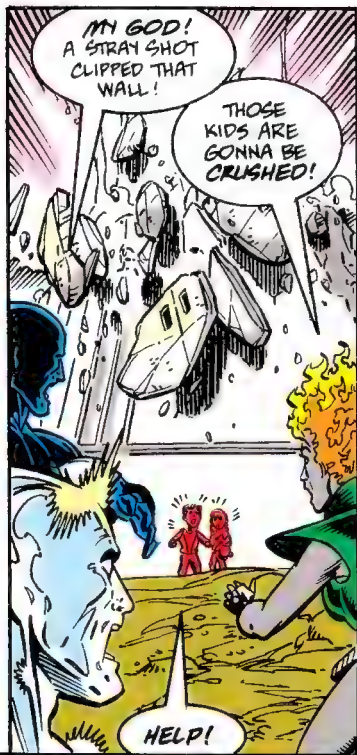
YOU
SHALL REAP
WHAT YOU HAVE
SOWN!

THERE
SHALL BE A
RECKONING!

WE CAN'T
HANDLE
HIM!

THIS
IS IT!
EMPTY
EVERYTHING
YOU'VE GOT!

CHOOM!

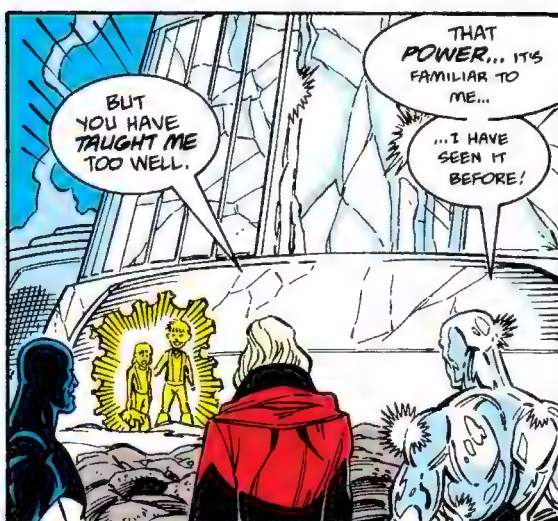




THE DEATHS OF MY PEOPLE CANNOT BE ALLOWED.

I WATCHED WHILE YOU DESTROYED MY PARADISE, PIECE BY PIECE.

I WATCHED BECAUSE I DID NOT KNOW THE WAYS OF VIOLENCE AND HATRED.



BUT YOU HAVE TAUGHT ME TOO WELL.

THAT POWER... IT'S FAMILIAR TO ME...

...I HAVE SEEN IT BEFORE!



EXPECT TO BE PAID IN FULL FOR THE LESSON.

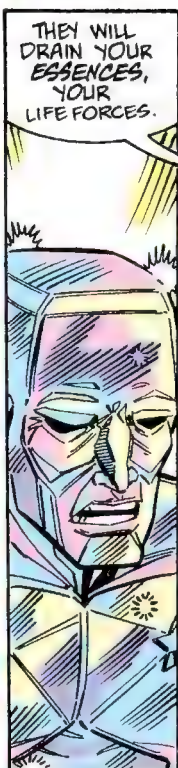
IT IS A PORTION OF THE POWER OF GALACTUS.

THAT MUST BE WHY I WAS DRAWN HERE AGAIN AND AGAIN.

BUT IF IT BELONGS TO GALACTUS, WHY DOES MARSHACH POSSESS IT?



I HAVE ENCASED YOU WITHIN ENERGY CUBICLES.



THEY WILL DRAIN YOUR ESSENCES, YOUR LIFE FORCES.



YOU WILL NEVER AGAIN TROUBLE ME AND MY PEOPLE.



IT IS A FITTING FATE FOR THOSE WHO SEEK TO OBLITERATE OUR WAY OF LIFE.

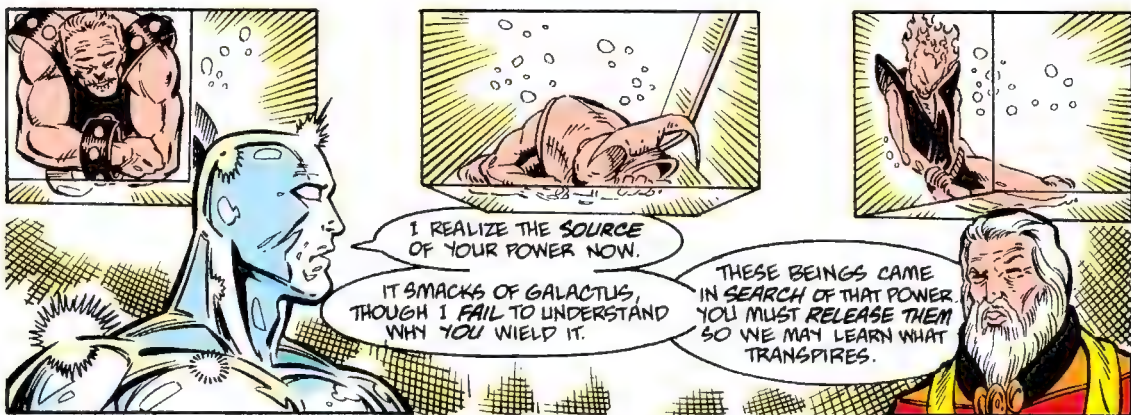


AFTER YOU ARE DISPOSED OF, I WILL ERASE THE HAVOC YOU HAVE WREAKED.



MARSHACH, STOP!

THERE IS MORE WE MUST KNOW!



I REALIZE THE SOURCE OF YOUR POWER NOW.

IT SMACKS OF GALACTUS, THOUGH I FAIL TO UNDERSTAND WHY YOU WIELD IT.

THESE BEINGS CAME IN SEARCH OF THAT POWER YOU MUST RELEASE THEM SO WE MAY LEARN WHAT TRANSPIRES.



THEY CAME TO USURP MY POWER.

WHY SHOULD I SPARE THEM?

INNOCENTS...

...I...WHAT HAVE I BEEN DOING?

BECAUSE THEY ARE INNOCENTS.

YOU ARE MURDERING INNOCENT PEOPLE.

HOW COULD I LOSE CONTROL OF MYSELF LIKE THIS?



HOW HAS THE POWER OF GALACTUS FALLEN INTO MARSHACH'S HANDS?

AND WHY IS IT NECESSARY TO STRIP HIM OF IT?

THE POWER WAS STOLEN BY ONE KNOWN AS KORVAC--WHO CAME FROM THE 30th CENTURY--THE FUTURE TO YOU, HOME TO US.

I AM STARHAWK--THE ONE WHO KNOWS. IT IS WITHIN MY SCOPE TO KNOW WHAT IS YET TO COME.



BUT OUR FUTURE IS BLANK TO ME, AS IF IT SIMPLY ENDS. I FEAR IT IS THE DOING OF KORVAC.

RATHER THAN BE ERASED FROM EXISTENCE FOR HIS THIEVERY, KORVAC WILLED HIMSELF TO BE DESTROYED, AND PASSED THE STOLEN POWER INTO HIS GENE POOL.

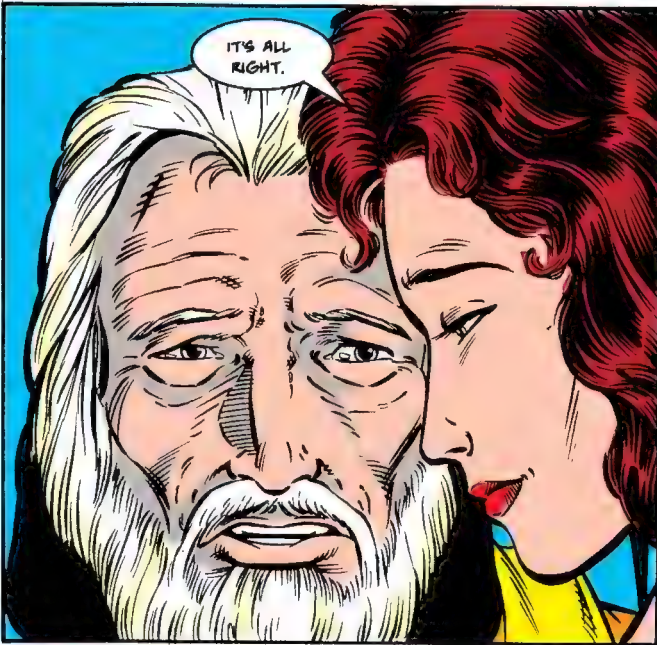
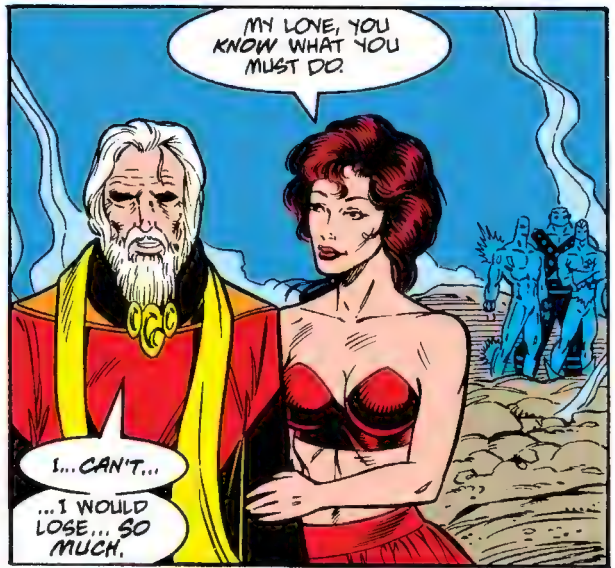
THUS CERTAIN ANCESTORS, SUCH AS MARSHACH, MANIFEST ASPECTS OF THE POWER. THE ONLY HOPE OF CIRCUMVENTING THE DANGER IS TO RETURN GALACTUS'S PROPERTY BEFORE KORVAC'S BIRTH IN THE 30th CENTURY.

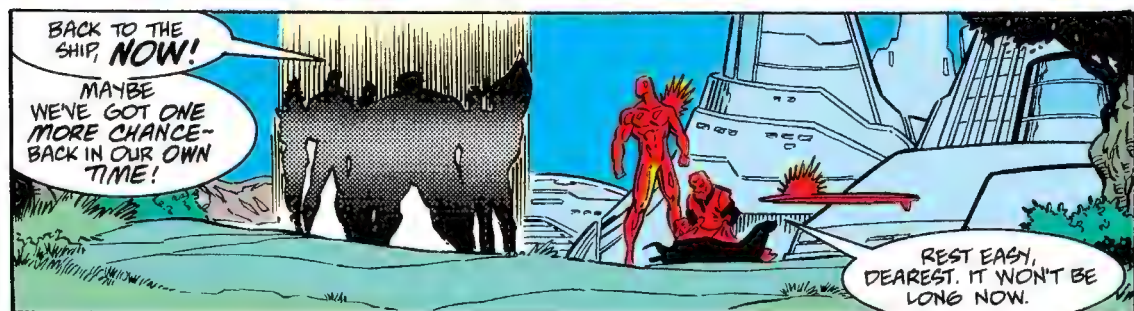
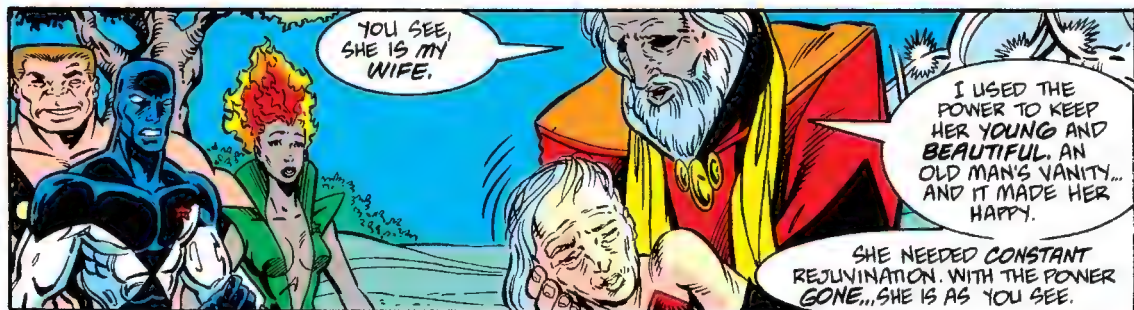


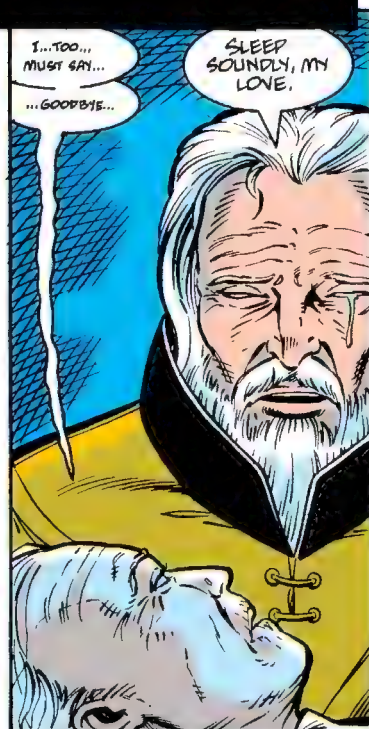
WE HAVE FAILED TWICE IN THE PAST TO CAPTURE THE POWER.

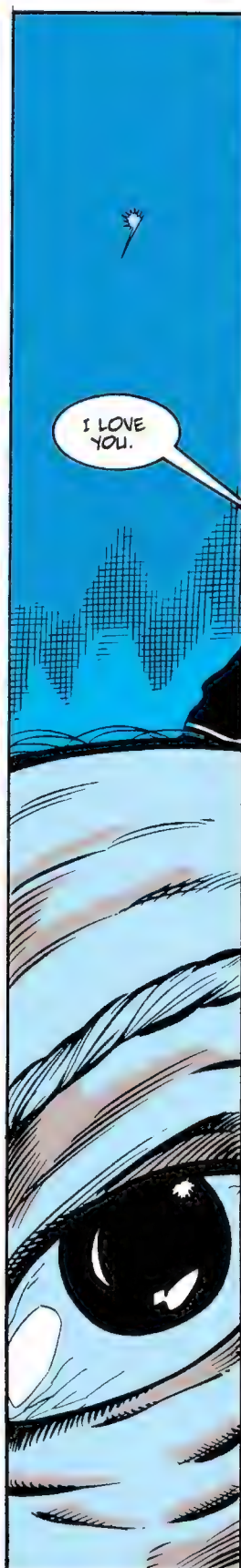
YOU MUST RELINQUISH IT TO US SO THAT WE MAY SAVE OUR FUTURE.

RENOUNCE MY POWER?









SAFELY ENSCONCED, KORVAC BEGAN TO MAKE HIS PLANS TO RESTRUCTURE THE UNIVERSE IN HIS OWN IMAGE--FREE OF CHAOS AND THE INJUSTICE OF CIVILIZATION.

THAT THIS GOAL WOULD ESSENTIALLY MEAN THE END OF ANY FREE WILL DID NOT TROUBLE KORVAC, FOR THAT SEEMED TO HIM, IN HIS INFINITE KNOWLEDGE, TO BE A SMALL ENOUGH SACRIFICE.

HOWEVER, ALERTED TO THE DANGER BY THE ALL-KNOWING STARHAWK AND HIS COMPANIONS, THE GUARDIANS OF THE GALAXY, THE EARTH'S MIGHTIEST SUPER-HEROES, THE AVENGERS WERE ENLISTED IN THE STRUGGLE.

AND SOON, ONE OF THE GREATEST CONFRONTATIONS IN THE HISTORY OF EARTH TOOK PLACE IN AN UNASSUMING HOME IN FOREST HILLS GARDENS, QUEENS, NEW YORK.*



*ALL THESE EVENTS WERE CHRONICLED IN MUCH GREATER DETAIL IN THE PAGES OF THE AVENGERS' OWN COMIC, ISSUES 167, 168, 170-177 AND IN THE RECENT TRADE PAPERBACK, THE KORVAC SAGA.
--ALL-KNOWING RALF

MARVEL[®]
COMICS

ANNUAL

PART 4

THE KORVAC QUEST™

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THE KORVAC QUEST™

PART 4

FEATURING:

GUARDIANS OF THE GALAXY™

The Origin Of
The Guardians
Of The
Galaxy

♦♦♦

pg
2

Some Other
Time
(The Korvac
Quest Pt. 4)

♦♦♦

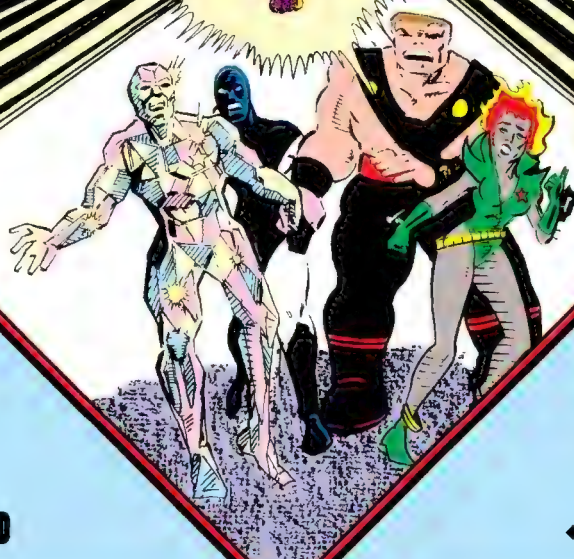
pg
6

Pin-
Ups,
Cut-Outs
and
Feature
Pages

♦♦♦ pg 40

Encounter
On Europa

♦♦♦ pg 50



I AM **STARHAWK**--HE WHO IS **ONE-WHO-KNOWS**. I WOULD SHARE WITH YOU A **PORTION** OF MY **KNOWLEDGE**, THAT YOU MIGHT HAVE A **BETTER** **UNDERSTANDING** OF THE **EVENTS** THAT **LED** TO...

THE ORIGIN OF THE GUARDIANS GALAXY

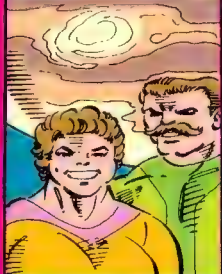
BY THE **MID-2900'S** **GENETIC** **ENGINEERING** HAD MADE THE **COLONIZATION** OF **OTHER**, **HERETOFORE** **INHOSPITABLE**, **WORLDS** **POSSIBLE**! **SOON** **HUMANS** **ESTABLISHED** **MANY** **COMMUNITIES**.

MERCURY...



...WHERE A **FLAME-TRESSED** **RACE** **MINED** THE **ORE** **HARKOVUM**, THE **FUEL** THAT MADE **FASTER-THAN-LIGHT** **SPEED** A **REALITY**!

JUPITER...



...WHERE A **RACE** **ELEVEN** **TIMES** **MORE** **MASSIVE** THAN **NORMAL** **HUMANS** **BECAME** THE **SYSTEM'S** **MILITIA**!

PLUTO/CHARON...



...WHERE A **COMMUNITY** OF **SILICON-SKINNED** **SCIENTISTS** WAS **ALLOWED** TO **CONDUCT** **RESEARCH** AND **EXPERIMENTS** IN A **VACUUM**!

AND CENTAURI II...



...EARTH'S **ONLY** **EXTRA-STELLAR** **COLONY**, **HOME** TO A **RACE** OF **PRIMITIVE**, **ALIEN** **MARSUPIAL** **HUMANOIDS**!

IN THE **YEAR** **3006** A **TREATY** BETWEEN THE **WARRING** **COLONIES** WAS **RATIFIED**. THIS **AGREEMENT** **GUARANTEED** AN **EQUAL** **VOICE** IN A **NEW** **FEDERATION** AND **PEACE** **REIGNED** ...

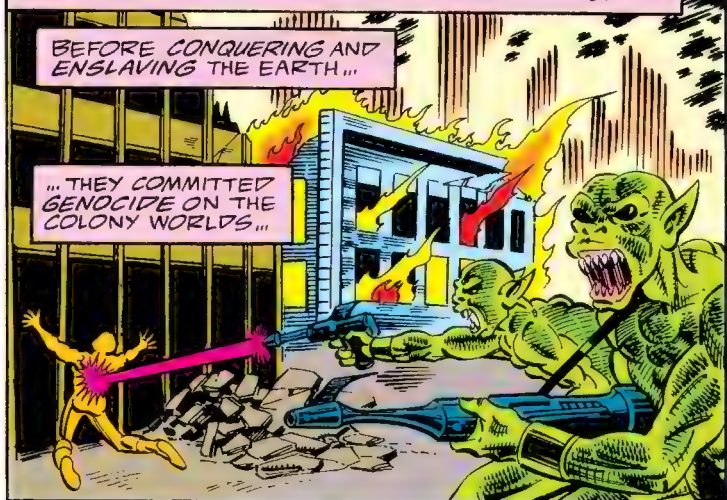
... **FOR** **LESS** **THAN** **ONE** **YEAR**!

...INCLUDING **JUPITER**, WHERE A **YOUNG** **CAPTAIN**, **CHARLIE-27**, HAD JUST **RETURNED** FROM A **SOLITARY** **SIX-MONTH** **TOUR** **PATROLLING** THE **OUTER** **RIM**...

IN THE **DAWNING** **DAYS** OF THE **YEAR** **3007 A.D.**, THE **BROTHERHOOD** OF THE **BADDOON**, A **RACE** OF **REPTILIAN** **CONQUERERS**, **INVADED** THE **SOL** **SYSTEM**!

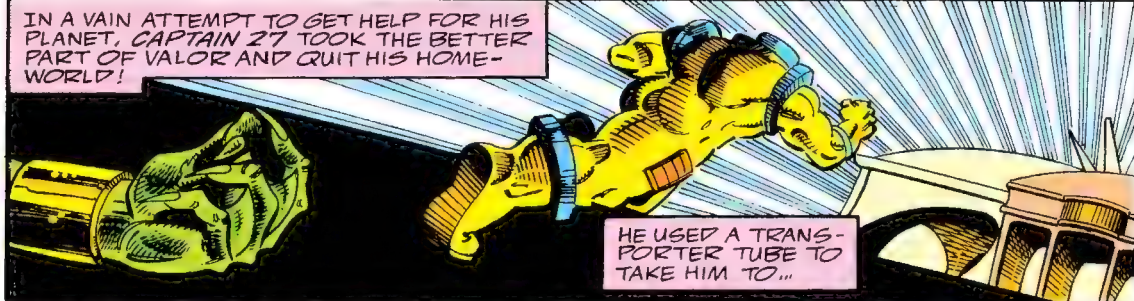
BEFORE **CONQUERING** AND **ENSLAVING** THE **EARTH**...

... THEY **COMMITTED** **GENOCIDE** ON THE **COLONY** **WORLDS**...



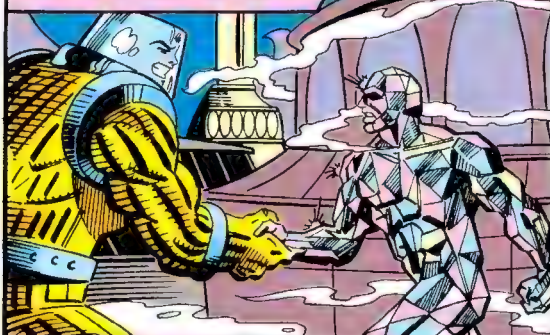
...ONLY TO **FIND** HIS **HOMEWORLD** **DEVASTATED**!

IN A VAIN ATTEMPT TO GET HELP FOR HIS PLANET, CAPTAIN 27 TOOK THE BETTER PART OF VALOR AND QUIT HIS HOME-WORLD!



HE USED A TRANSPORTER TUBE TO TAKE HIM TO...

...PLUTO/CHARON, WHERE HE RAN INTO THE BROTHERHOOD'S ELITE GUARD AND WAS RESCUED BY THE LAST SURVIVING PLUVIAN... MARTINEX!



THE DUO SABOTAGED A BADOON PATROL AND MADE PLANS TO ESCAPE TO EARTH, WHICH, THEY HOPED, WAS STILL FREE--

DRANG ORDERED A MIND-MELD HELMET PLACED ON THE MAJOR'S HEAD--A DEVICE WHICH WOULD CAUSE HIM TO RELIVE HIS TORTURED LIFE.

--IT WASN'T!



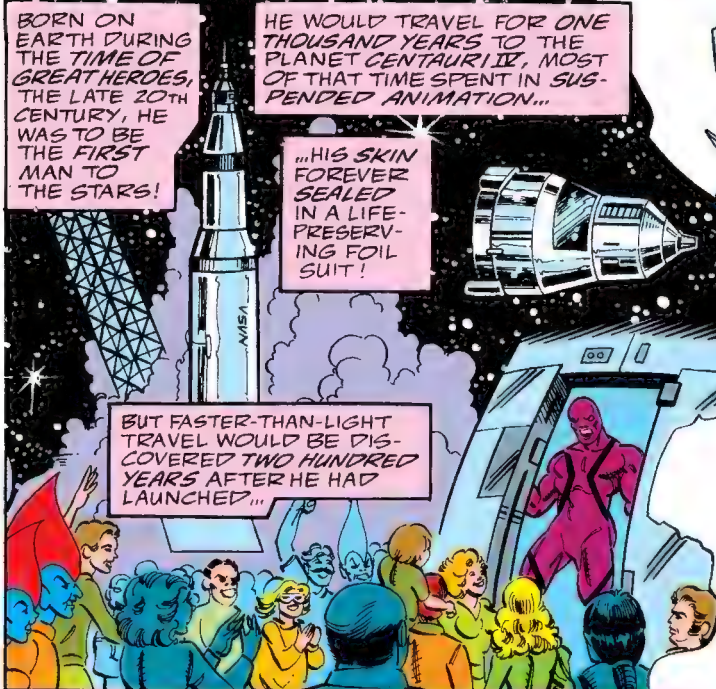
IN FACT, AT THAT MOMENT, DRANG, THE BADOON SUPREME COMMANDER, WAS HAVING MAJOR VANCE ASTRO AND HIS COMPANION, YONDU, THE LAST SURVIVING CENTAURIAN, BROUGHT BEFORE HIM!

BORN ON EARTH DURING THE TIME OF GREAT HEROES, THE LATE 20TH CENTURY, HE WAS TO BE THE FIRST MAN TO THE STARS!

HE WOULD TRAVEL FOR ONE THOUSAND YEARS TO THE PLANET CENTAURI II, MOST OF THAT TIME SPENT IN SUSPENDED ANIMATION...

...HIS SKIN FOREVER SEALED IN A LIFE-PRESERVING FOIL SUIT!

BUT FASTER-THAN-LIGHT TRAVEL WOULD BE DISCOVERED TWO HUNDRED YEARS AFTER HE HAD LAUNCHED...



...AND, WHEN HE ARRIVED ON CENTAURI II, MAJOR VANCE ASTRO, THE BRUNT OF THE COSMOS'S CRUELEST JOKE, FOUND EARTHMEN WAITING FOR HIM!

CONVINCING DRANG THAT HE WOULD JOIN WITH THE BADOON...



...VANCE AND YONDU MADE A DARING ESCAPE!

THEY MADE THEIR WAY TO THE TELEPORTERS...

... JUST AS CHARLIE AND MARTINEX ARRIVED!

THEY MUST BE BADOON SYMPATHIZERS!

NO--
WAIT!!

ALL SOON REALIZED THAT THEY WERE THE LAST KNOWN SURVIVORS OF THEIR RESPECTIVE RACES...

... AND SO THEY JOINED FORCES AGAINST THE HATED BADOON!

EACH HAD HEARD LEGENDS OF A LOST COLONY OF FREE EARTHMEN. THEIR PLAN WAS TO FIND AND RETURN WITH THESE PEOPLE TO THEIR COMMON ANCESTRAL HOME...

... AND WREST THE PLANET EARTH FROM THE BADOON'S MALEVOLENT GRASP!

AND, IN THE TRADITION OF THOSE SUPER-BEINGS SO PREVALENT IN VANCE ASTRO'S BIRTH ERA, THEY WOULD FORM THEMSELVES INTO A TEAM-- AND CALL THEMSELVES...

BASED ON THE ORIGINAL STORY BY ARNOLD DRAKE AND GENE COLAN

JIM VALENTINO
WRITER/ARTIST

STEVE MONTANO
INKER

KEN LOPEZ
PHIL FELIX
LETTERERS

EVELYN STEIN
COLORIST

JOHN LEWANDOWSKI
ASST. EDITOR

CRAIG ANDERSON
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

THE SHIP YOU SEE BEFORE YOU IS CALLED DRY-DOCK. CURRENTLY, IT IS THE VEHICLE/HEADQUARTERS OF A BAND OF 31ST CENTURY ADVENTURERS KNOWN COLLECTIVELY AS THE...

GUARDIANS GALAXY

THEY ARE JOURNEYING THROUGH TIME ITSELF IN AN EFFORT TO RETURN TO GALACTUS' POWER STOLEN FROM HIM BY THE MAN-GOD KORVAC!

THEIR QUEST HAS LED THEM HERE -- TO A TIME ONE THOUSAND YEARS IN OUR FUTURE -- AND SOME FORTY YEARS IN THEIR PAST! *

STAN LEE PRESENTS

SOME OTHER TIME!

BRING THE SHIP TO A FULL STOP, CAPTAIN-27!

AYE-AYE, SIR!

ALL RIGHT, BOYS 'N' GIRLS, BRACE YOURSELVES FOR TIME LURCH--

NOW!

UGH! I WISH YOU'D FIND A SMOOTHER WAY TO GET OUT OF THE TIME STREAM, CHUNKY! I NEARLY LOST MY LUNCH BACK THERE!

INKED BY STEVE MONTANO (OUR ANSWER TO ARTHUR RACKHAM!)
LETTERED BY KEN LOPEZ (OUR ANSWER TO GUTTENBERG!)
COLORED BY EVELYN STEIN (OUR ANSWER TO VAN GOGH!)
EDITED BY CRAIG ANDERSON (OUR ANSWER TO WM. RANDOLPH HEARST!)
CHIEFED BY TOM DEFALCO (OUR ANSWER TO STAN LEE!)
THE REST BY JIM VALENTINO (OUR ANSWER TO IRVING FORBUSH!)

*THIS STORY TAKES PLACE BEFORE THE GUARDIANS' CURRENT SERIES BEGAN -- CRAIG

SORRY, NIK. ARE YOU CERTAIN WE'VE GONE FAR ENOUGH? SHORT TIME JUMPS ARE DIFFICULT TO CALIBRATE!

ACCORDING TO DR. RICHARDS' SPECTRO-ANALYZER, THIS SHOULD BE THE YEAR OF KORVAC'S BIRTH-- 2977 AD!

THE CHRONOMETER CONFIRMS THAT DATE, MARTY.

* GIVEN TO HIM IN E.F. ANNUAL #24-- CRAIG.

LET'S JUST HOPE THAT WE'VE GOTTEN HERE BEFORE KORVAC WAS BORN!

CAN YOU LEAD US TO HIM, STARHAWK?

WE HAVE, MAJOR ASTRO.

ACCEPT THE WORD OF ONE-WHO-KNOWS.

YES, HE IS ON LUNA!

EARTH'S MOON?! ALL RIGHT, WE'LL TAKE THE FREEDOM'S LADY* IN.

* THE GUARDIANS' STARSHIP-- CRAIG.

CHARLIE, YOU MAY ASSUME FIELD COMMAND.

THANKS, MARTY. I WANT YOU TO CLOAK THE SHIP FROM ALL SENSORS!

THE FEWER THAT KNOW ABOUT OUR BEING HERE, THE BETTER!

VANCE, I WANT YOU TO TAKE THE CAPTAIN'S CHAIR.

NIKKI, MAKE SURE ALL COMMUNICATION CHANNELS ARE CLOSED-- AND I'LL TAKE THE SHIP'S WEAPONS.

STARHAWK, I WANT YOU TO SERVE AS POINT MAN-- YOU'LL GUIDE US IN!

WITHIN MINUTES THEY TAKE OFF, LEAVING DRYDOCK IN ORBIT AROUND THE SUN'S POLES!

LET'S GO, GUARDIANS!

HIS BATTLE CRY IS MEANT MORE TO AMUSE THAN TO INSPIRE HIS COMRADES...

...AND, AS THEY HEAD INTO THE SYSTEM TOWARD EARTH'S SOLE SATELLITE, CHARLIE-ZTS MIND RACES BACK TO THE EVENTS THAT HAVE LED THE GUARDIANS HERE...

...UPON LEARNING THAT GALACTUS HAD UNLEASHED THE ULTIMATE NULLIFIER TO COMPLETELY ERADICATE HIS EXISTENCE, KORVAC ENDED HIS LIFE...



...BUT NOT BEFORE EMITTING AN INVISIBLE BURST OF ENERGY THAT CONTAINED THE WHOLE OF HIS COSMIC POWER! THIS COSMIC GENE PACKET WOULD BE PASSED DOWN THROUGH HIS ANCESTORS.

...THE 26TH CENTURY, WHERE THE GUARDIANS JOINED FORCES WITH DARGO--THAT FUTURE ERA'S THOR!



AND, THOUGH THEY MANAGED TO THWART THE POWER-MAD SCHEMES OF VARLEY, THE POWER CONTINUED TO ELUDE THEM.

BUT THE POWER MANIFESTED ITSELF ALMOST IMMEDIATELY IN A YOUNG 20TH CENTURY GIRL, TABOJA MURPHY OF SYDNEY, AUSTRALIA!

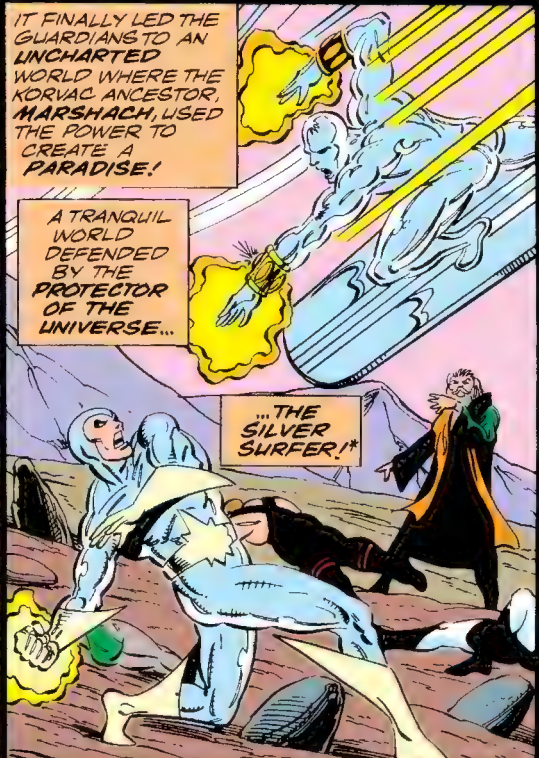


WITH THE AID OF THE FANTASTIC FOUR, THE YOUNG GIRL WAS DEFEATED...

...BUT NOT BEFORE THE POWER WITHIN HER FLED TO...

IT FINALLY LED THE GUARDIANS TO AN UNCHARTED WORLD WHERE THE KORVAC ANCESTOR, MARSHACH, USED THE POWER TO CREATE A PARADISE!

A TRANQUIL WORLD DEFENDED BY THE PROTECTOR OF THE UNIVERSE...



...THE SILVER SURFER!*

*THE PRECEDING FLASHBACKS COURTESY OF FANTASTIC FOUR ANNUAL #24, THOR ANNUAL #16 AND SILVER SURFER ANNUAL #4--CRAIG

EACH TIME THE ENEMY ESCAPED THEM, UNTIL, FINALLY, HIS TRAIL LED THEM HERE---

TH

BLUE AREA
COMING UP
FAST, CAPTAIN
27.

CLOAKING
DEVICE IS
OPERATING AT
MAXIMUM FIELD,
CAPTAIN.

--TO WHAT WILL BE THE FIGHT OF THEIR LIVES!

MUST YOU GO TO BATTLE THEM, JORDAN? YOUR SON IS READY TO COME OUT AND GREET YOU!

I KNOW, MY LOVE...

...BUT, IT IS FOR HIM THAT I MUST GO!

I SHALL USE A PORTION OF MY HEREDITARY POWER TO SHIELD YOU FROM THE ACCURSED ONES...

...AND WITH THE REST I SHALL PROTECT YOU-- EVEN IF IT MEANS MY LIFE!

GOT A MAN-SIZED INCOMING AT SIX O'CLOCK, MARTY!

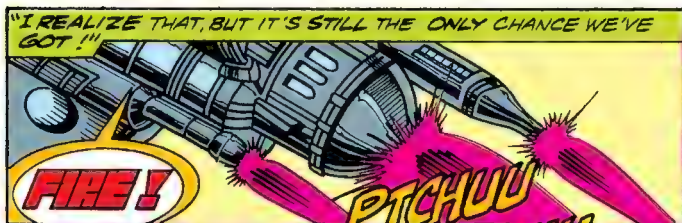
ON SCREEN, NIKKI.

IT'S KORVAC ALL RIGHT--
LOOKS LIKE WE'RE TOO LATE!

OUR CALCULATIONS
MUST HAVE BEEN OFF,
SOMEHOW!

CHARLIE,
TRAIN ALL
WEAPONS
ON HIM!

WHY, MARTY?
WEAPONS WON'T DO ANY
GOOD AGAINST HIM--
YOU KNOW THAT!



ZERRAP

YAARRGHHH!

WE'VE GOT HIM REELING!!

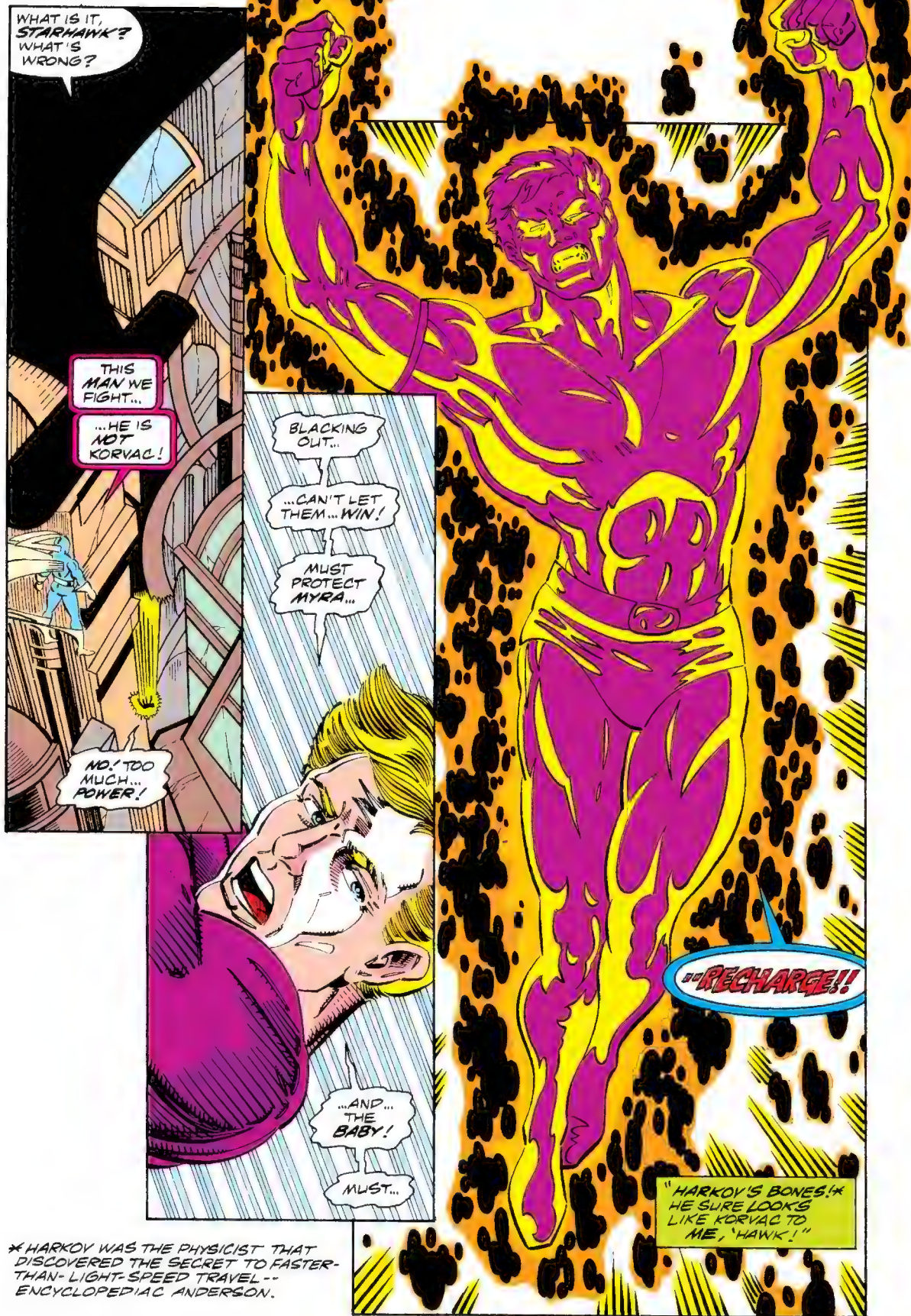
STARHAWK, TAKE HIM OUT-- NOW!!

I DO NOT LIKE TAKING ADVANTAGE OF A DOWNED ADVERSARY...

...BUT KORVAC IS TOO POWERFUL A FOE TO--

--WAIT! THIS IS WRONG!

OW FLEOTTF
FLEOTTF



WHAT IS IT,
STARHAWK?
WHAT'S
WRONG?

THIS
MAN WE
FIGHT...

...HE IS
NOT
KORVAC!

BLACKING
OUT...

...CAN'T LET
THEM... WIN!

MUST
PROTECT
MYRA...

NO! TOO
MUCH...
POWER!

...AND...
THE
BABY!

MUST...

RECHARGE!!

"HARKOV'S BONES! *
HE SURE LOOKS
LIKE KORVAC TO
ME, 'HAWK!'"

* HARKOV WAS THE PHYSICIST THAT
DISCOVERED THE SECRET TO FASTER-
THAN-LIGHT-SPEED TRAVEL--
ENCYCLOPEDIAIC ANDERSON.



NO, MARTINEK, I BELIEVE THAT THIS IS HIS FATH--UH--H!

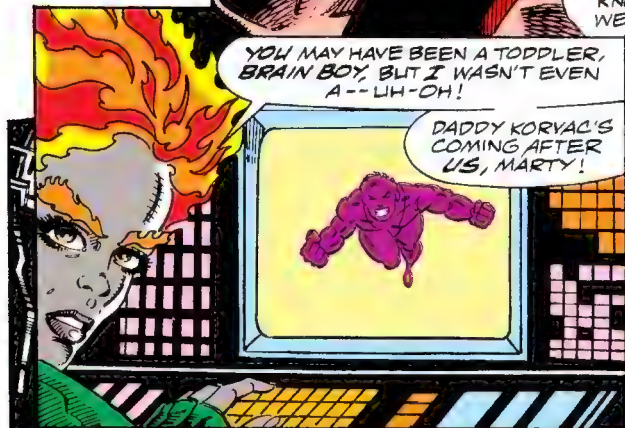
I WILL NOT LET YOU KILL MY SON!



DID STARHAWK JUST SAY THAT THIS IS KORVAC'S FATHER?

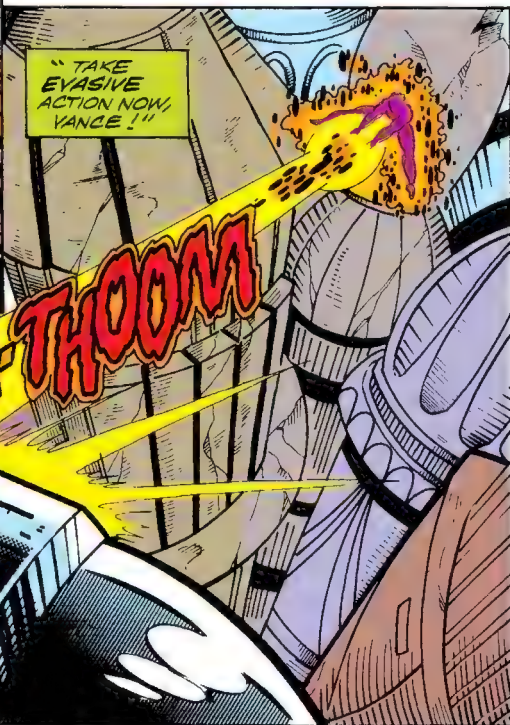
YES, SO?

SO HOW WOULD KORVAC'S FATHER HAVE ANY KNOWLEDGE OF US? MOST OF US WERE TODDLERS IN THIS YEAR!



YOU MAY HAVE BEEN A TODDLER, BRAIN BOY, BUT I WASN'T EVEN A--UH--OH!

DADDY KORVAC'S COMING AFTER US, MARTY!



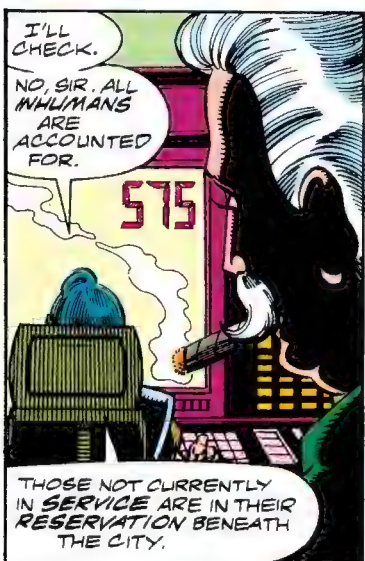
"TAKE EVASIVE ACTION NOW, VANCE!"

KA-THOOM

TOO LATE! WE'VE BEEN HIT ON THE PORT SIDE OF THE SHIP!!

DAMAGE REPORT NOW, MISTER!





"...AFTER ALL, SIR, YOU KNOW HOW HE FEELS ABOUT UNINVITED GUESTS!"

LOOK, CHLINKY!
THAT'S US UP ON
THOSE SCREENS!

I SEE IT, NIK--
A WHOLE BUNCH
OF "US"--ALL
DIFFERENT!

THEY MUST BE
VARIANT REALITIES,
CHARLIE VANCE, AS
OUR EARTH EXPERT,
DO YOU HAVE ANY
IDEA WHERE WE
ARE?

NOT A
CLUE
MARTY*

...BUT I DON'T
THINK WE'RE IN
KANSAS
ANYMORE!

KANSAS?! WHAT DOES
KANSAS HAVE TO DO WITH
ANY OF THIS?!

NEVER MIND,
MARTY. IT'S
A JOKE.

* THE WATCHER'S EXISTENCE
WAS NOT GENERAL KNOWLEDGE
IN THE 20TH CENTURY FROM
WHENCE VANCE CAME!--CRAIG

...KORVAC?!

YES, BUT
I DO NOT
KNOW YOU,
WOMAN...

...NOR DO I
KNOW HOW YOU
CHANGED YOUR
GENDER!

WONDER HOW
STARHAWK IS
DOING AGAINST...



BUT I PROMISE
THAT IT WILL
NOT--

--WHA--?!

NO, HE'S
NOT
KORVAC...

...ONLY SOMEONE
WHO LOOKS A
GREAT DEAL
LIKE HIM!

STILL, I CAN
TAKE NO
CHANCES
WITH HIS
POWER!

...AT LEAST
LONG ENOUGH
TO ALLOW ME
TO...

...CATCH UP
TO THE
OTHERS BY
PHASING
MYSELF
THROUGH
THIS WALL
AND--

--THERE THEY ARE!

SALUTATIONS, GUARDIANS!
IS EVERYONE ALL RIGHT?

ALETA! NICE TO
SEE YOU AGAIN!

WOW, 'LITA!
LOVE THE
NEW
THREADS!

DO YOU REALLY LIKE IT,
NIKKI? I WANTED TO MAKE
MY OUTFIT AS DIFFERENT
FROM STARHAWK'S AS--

THIS IS NO
TIME TO COMPARE
FASHION
NOTES!

ALETA, DO
YOU HAVE
ANY IDEA
WHERE WE
ARE?

LADIES,
PLEASE!!

NO,
I...

YOU ARE
IN MY
DOMICILE!

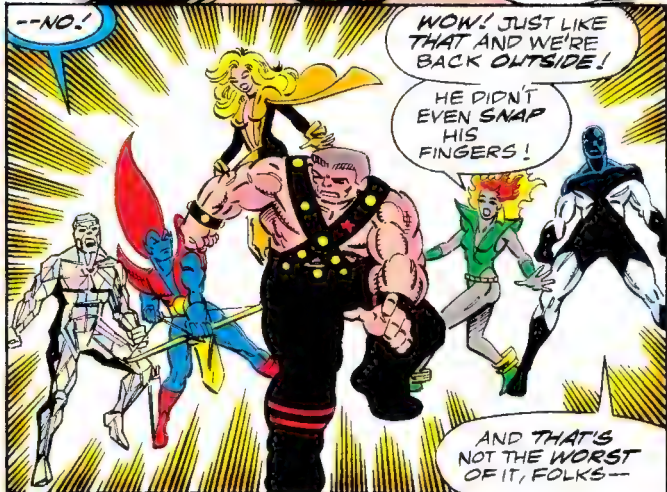
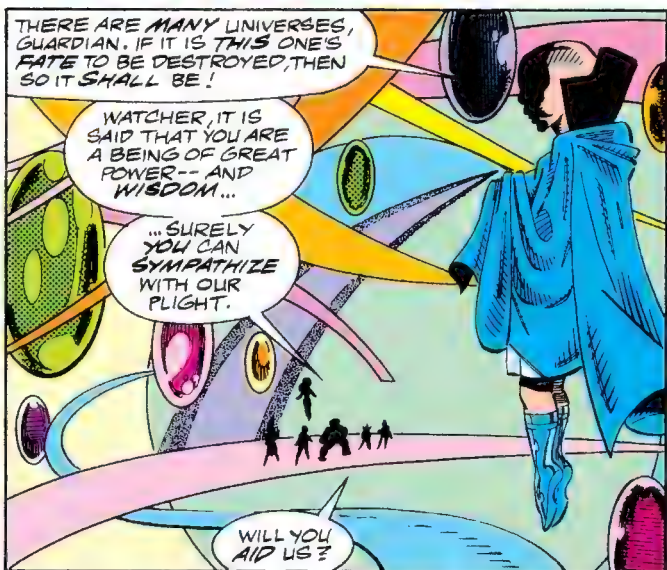
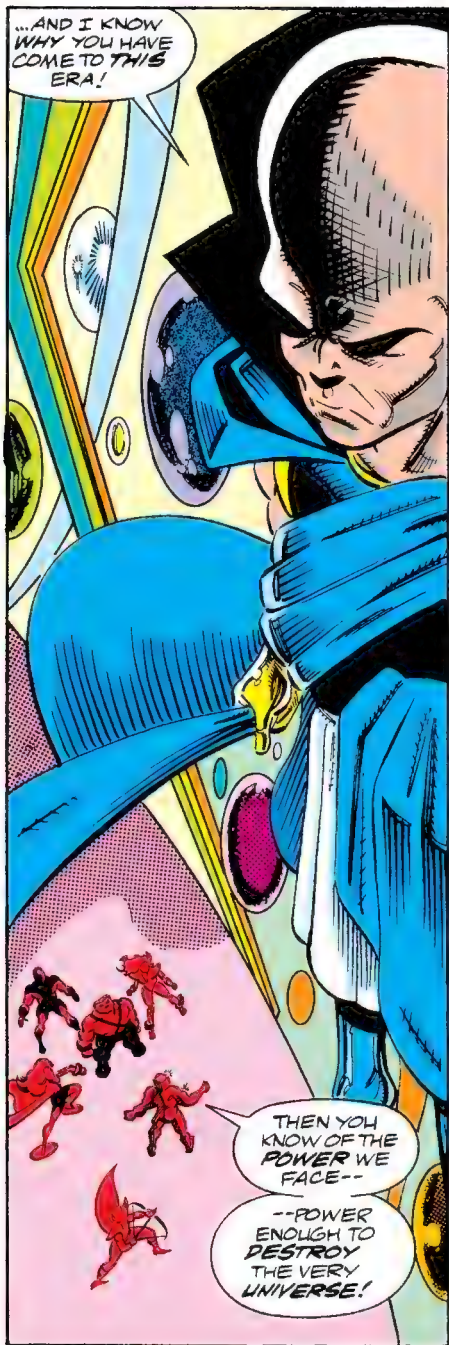
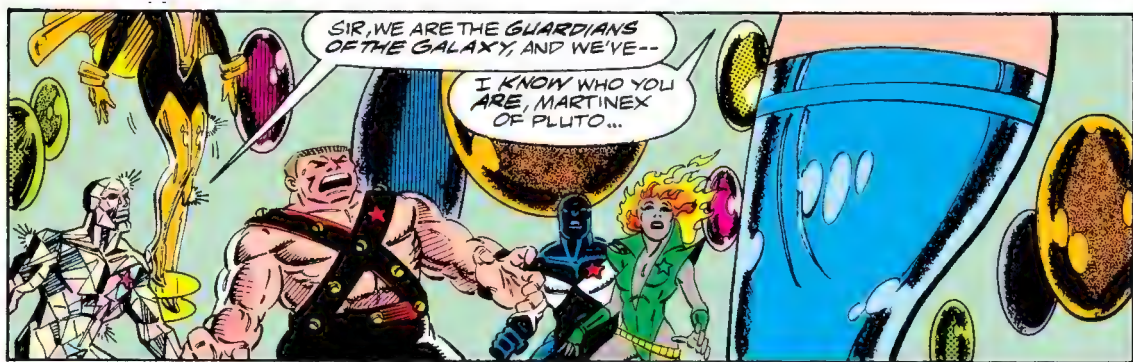
I MUST ENCASE HIM
IN AN ENERGY SPHERE
DESIGNED SO THAT THE
MORE PRESSURE HE
EXERTS UPON IT, THE
STRONGER IT BECOMES!

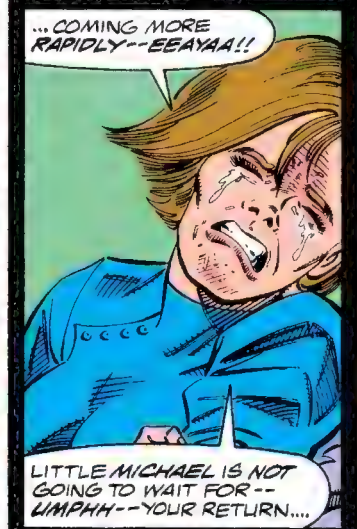
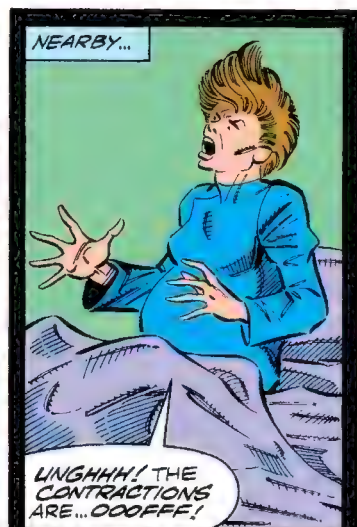
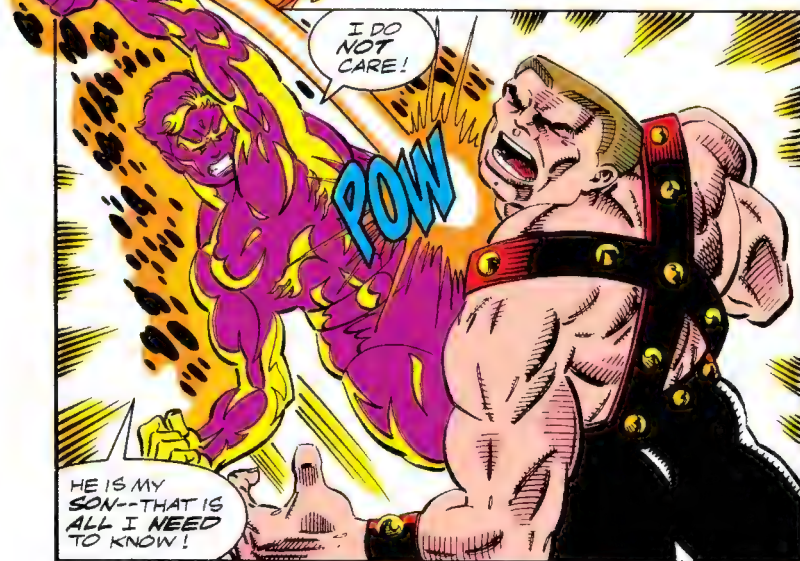
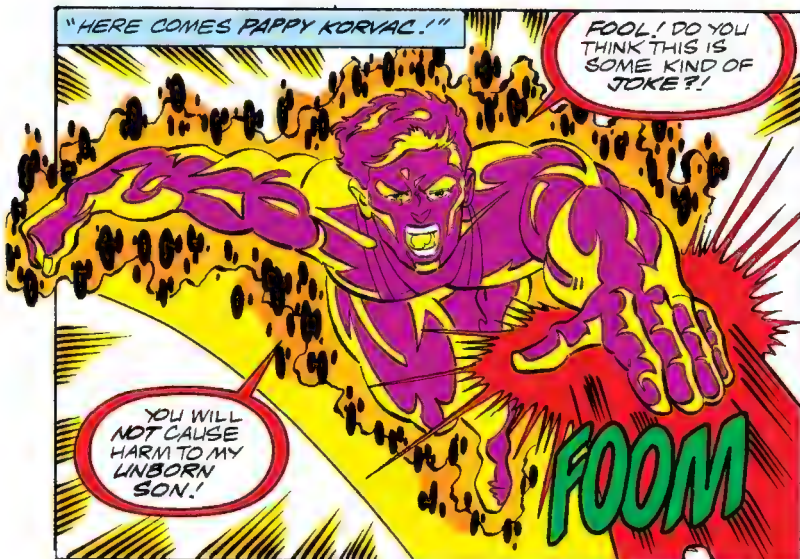
THERE! THAT
SHOULD HOLD
HIM FOR A LITTLE
WHILE...

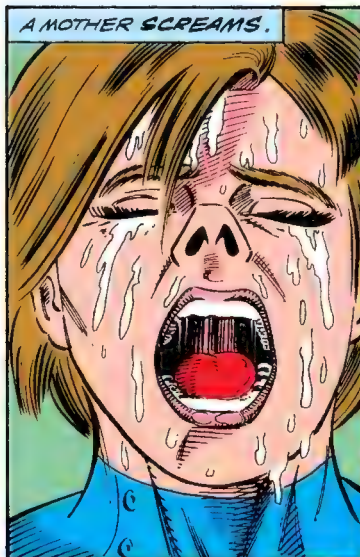
WHA--?

OH, WOW!









A MOTHER SCREAMS.

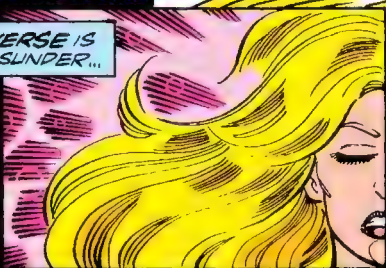


A FATHER
RAILS.

YOU SHALL
NOT HARM
MY SON!

KATHOOM

A UNIVERSE IS
RENT ASUNDER...



...AND MENDS ITSELF
IN A NEW CONFIGURATION.

A CHILD IS BORN. AND, WITH
BIRTH, COMES AWARENESS.



KORVAC, STOP!
YOUR CHILD IS
COME.

THE THREAT
TO YOU IS
ENORMOUS!

MY SON,
A THREAT
TO ME?!



YOU ARE A
FOOL,
MAN!

GLADLY
WOULD I
LAY DOWN
MY
LIFE--

"--FOR
HIM!"

AND SO
YOU SHALL,
FATHER!

THE CHILD, BUT
MERE MINUTES
OLD, REACHES
OUT...

... AND WRESTS
THE POWER FROM
HIS SIRE...

... FUNNELING
IT INTO
HIMSELF--

--AND LEAVING
NAUGHT BUT A
CHARRED EMPTY
HUSK IN ITS
WAKE!

EUUU,
GROSS!

COME, MY FELLOW
GUARDIANS, WE
HAVE NOT A
MOMENT TO
LOSE--

--THE POWER
HAS RETURNED TO
THE ENEMY!



WE MUST GET TO THE CHILD BEFORE THE POWER CAN FULLY MANIFEST ITSELF.

AND, WHAT IF WE CAN'T, 'HAWK?

YES, WHAT IF WE DON'T MAKE IT IN TIME?!

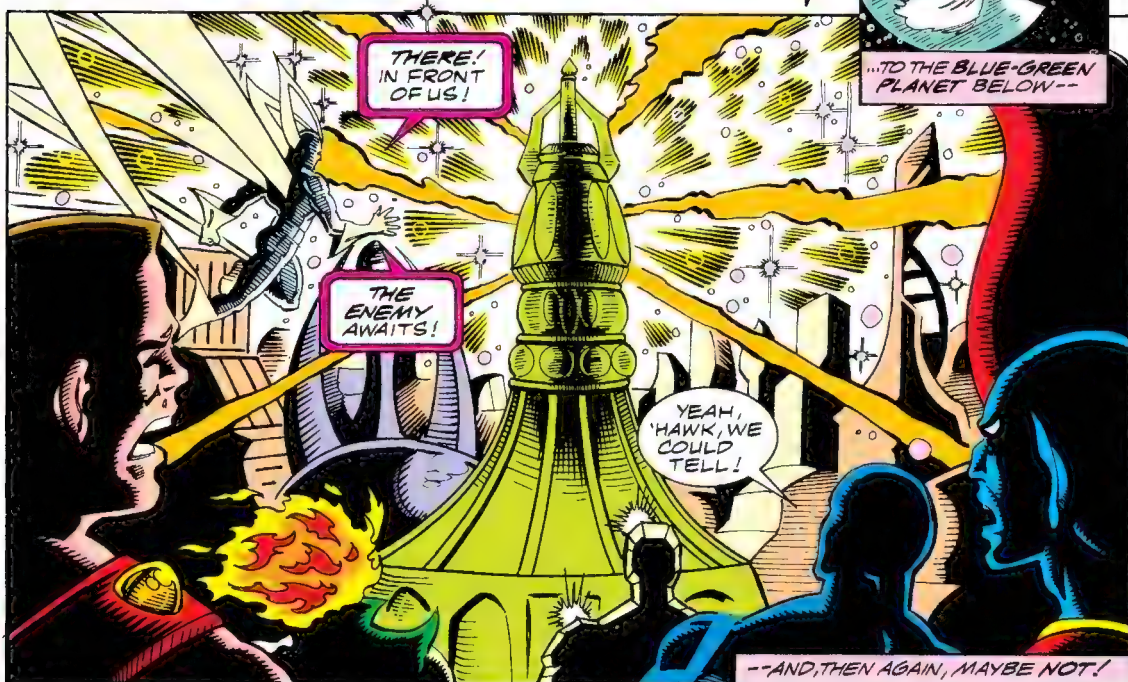


THEN WE CAN DO LITTLE ELSE BUT PRAY, MY FRIENDS.

OH, GREAT! NOW THAT JUST FILLS ME UP WITH CONFIDENCE!

--AS THE ONE-WHO-KNOWS SENDS A SILENT SUMMONS--

BUT, PERHAPS, CHARLIE-27 MIGHT BE SLIGHTLY MORE REASSURED WERE HE TO NOTICE THE PRE-CAUTIONARY MEASURE STARHAWK HAS TAKEN--



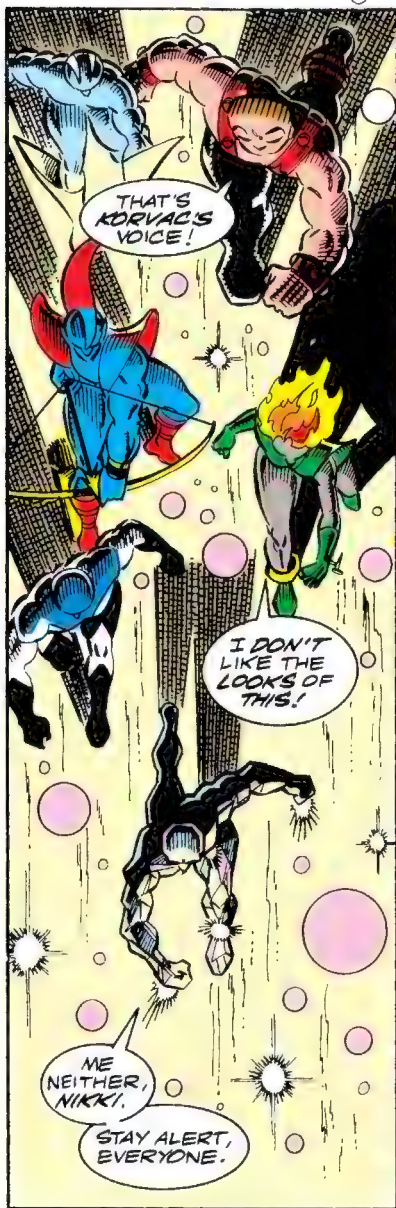
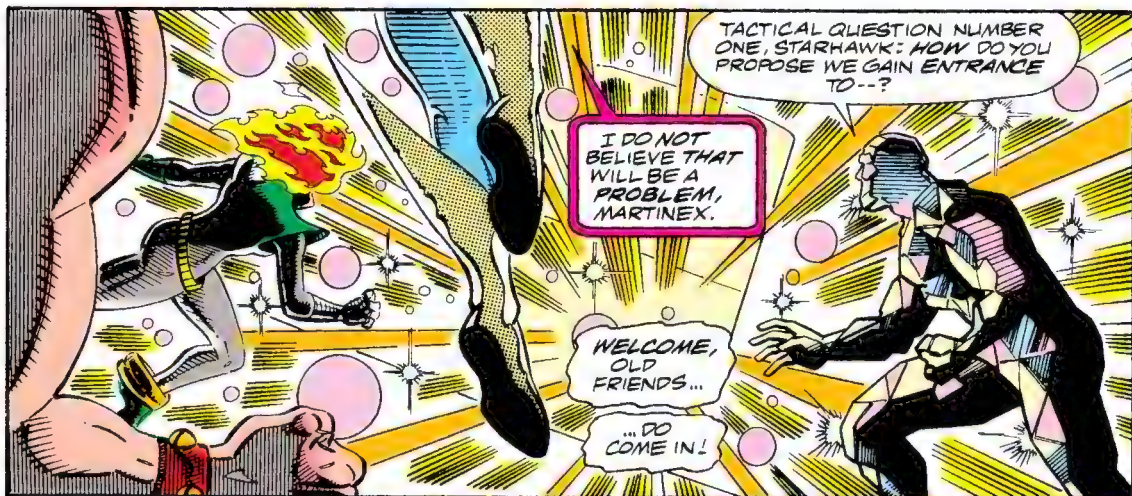
THERE! IN FRONT OF US!

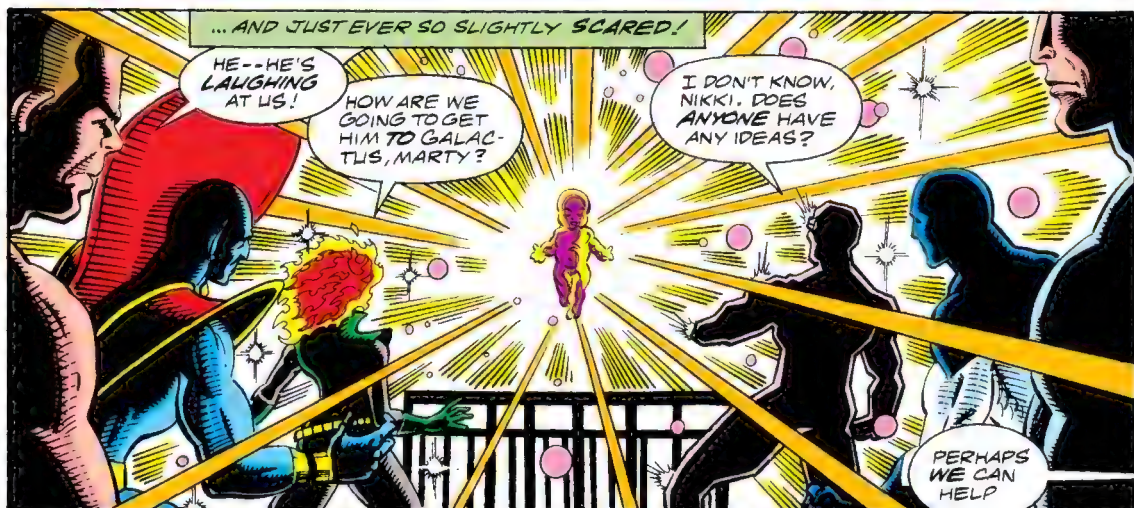
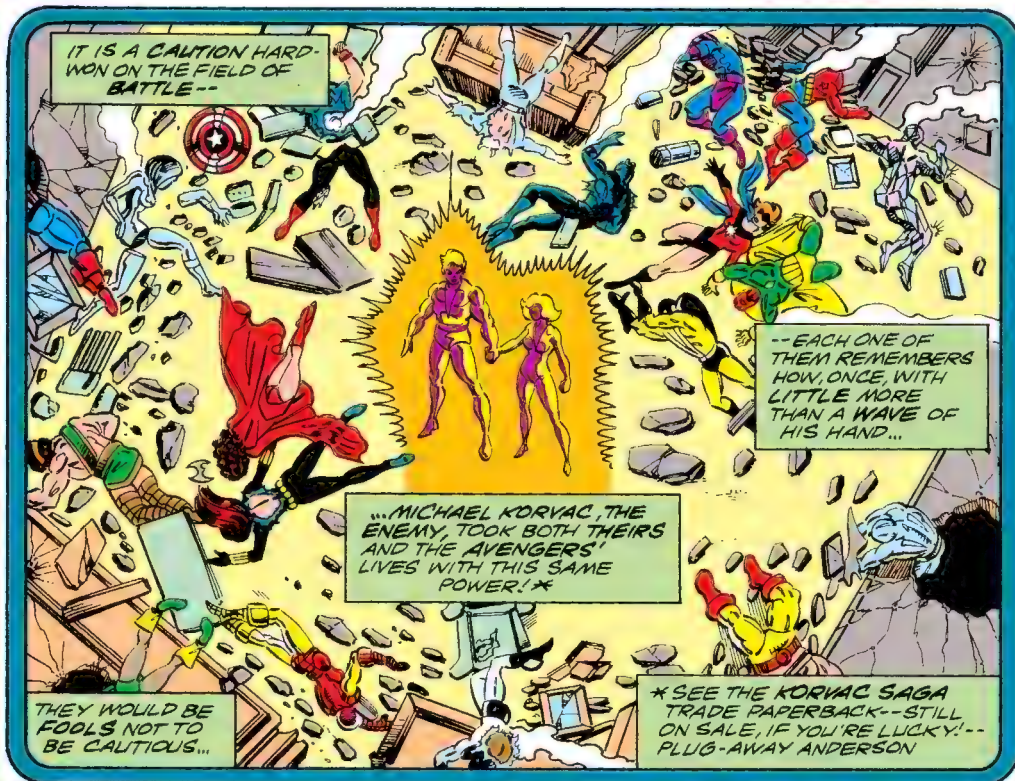
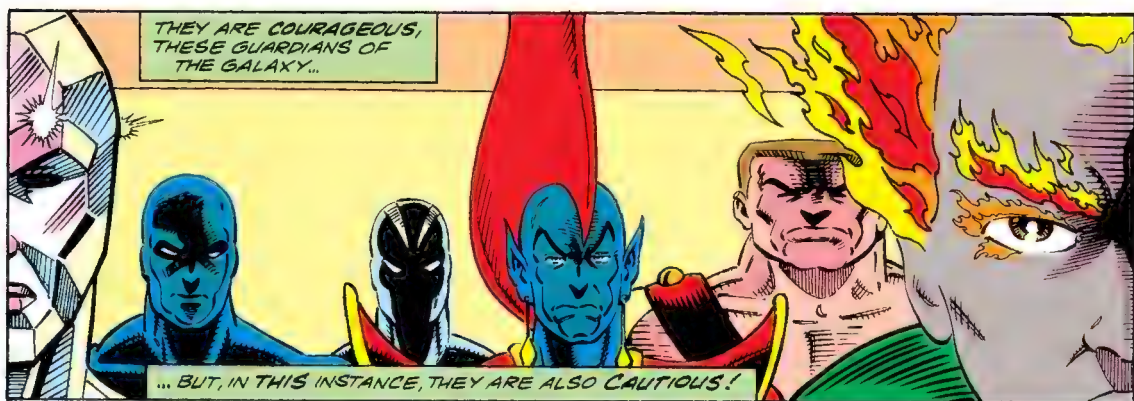
THE ENEMY AWAITS!

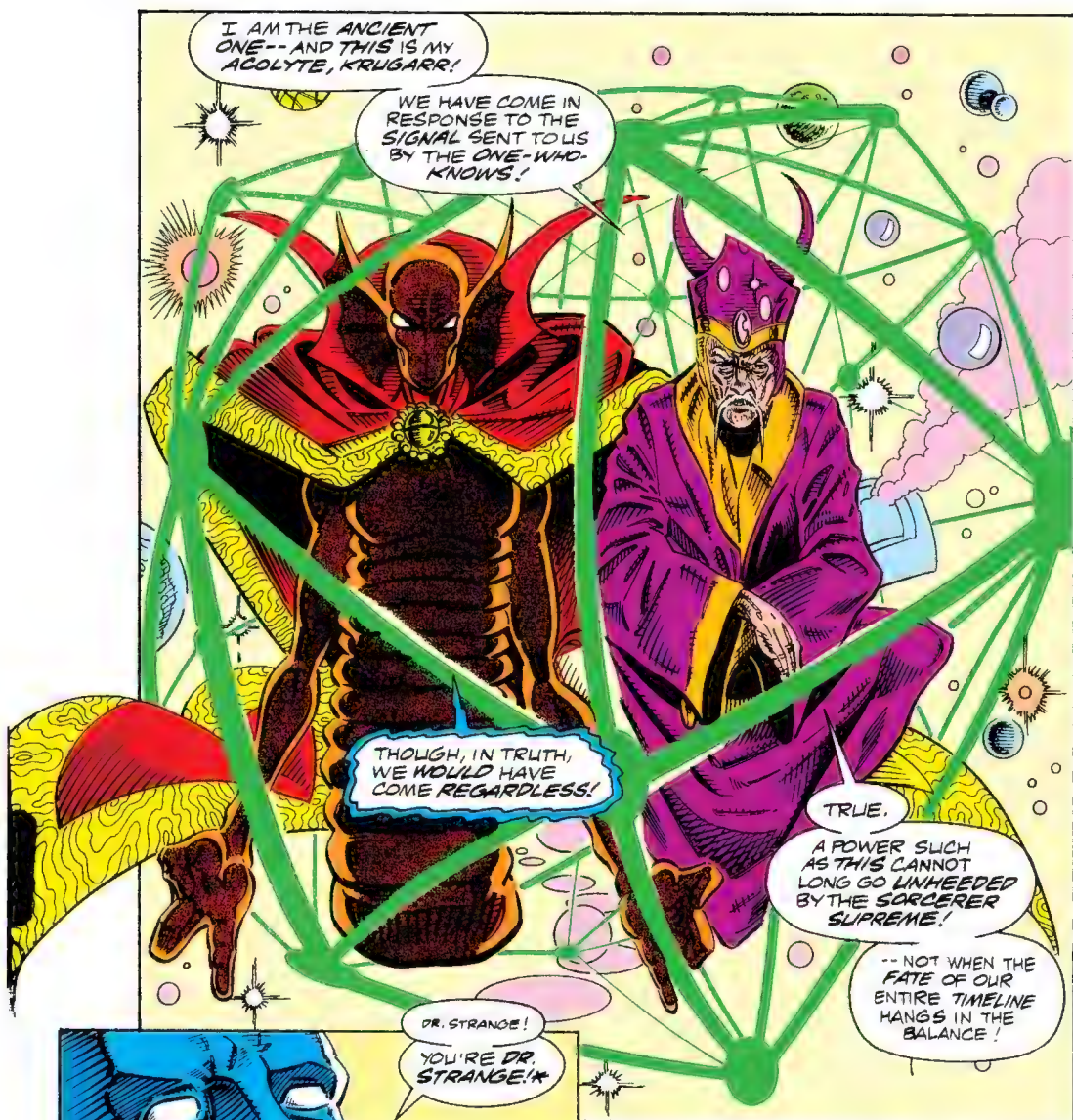
YEAH, 'HAWK, WE COULD TELL!

...TO THE BLUE-GREEN PLANET BELOW--

--AND, THEN AGAIN, MAYBE NOT!





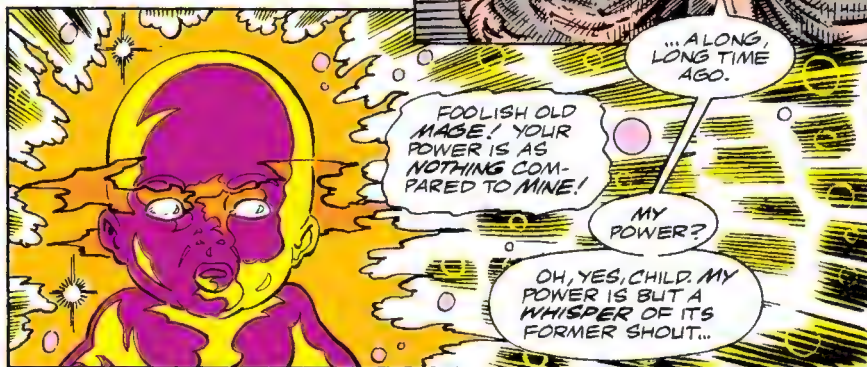


DR. STRANGE!
YOU'RE DR. STRANGE!*

* THE GUARDS FIRST MET DOC IN GIANT-SIZE DEFENDERS #5 -- LIBRARIAN CRAIG.



YES, I ONCE WENT BY THAT NAME, MY SON...





"... BUT, IT IS NOT MY POWER THAT NEED CONCERN YOU.

"RATHER, IT IS THE POWER OF MY DISCIPLE!"

I CALL UPON THE DENIZENS OF THE DARKLING DOMAIN...

...TO ENSNARE THE CHILD IN THE MYSTIC GLOBE OF GAZAN...

--A PRISON FROM WHICH NOT EVEN THE MIGHTY KORVAC CAN BREAK FREE!

AND SO IT SHALL COME TO BE.

YOU HAVE DONE WELL, MY SON.

BUT, DOC WHAT DID HE DO?!

HE PLACED THE INFANT IN A REALM THAT EXISTS OUTSIDE OF PHYSICAL SPACE, VANCE ASTRO.

IT IS A DIMENSION IN WHICH NOT EVEN HIS POWER CAN FUNCTION!

HE CAN NOW BE TRANSPORTED THROUGH SPACE--AND TIME!

THE SORCERERS CAST A SECOND SPELL, WHICH WHISKS BOTH THEM, THEIR YOUNG CAPTIVE AND THE GUARDIANS OF THE GALAXY BACK TO THE TIME THIS ALL BEGAN...

... WHEN THE ONCE-HUMAN COMPUTER NAMED KORVAC STOLE THE POWER THAT MADE HIM A GOD! *

THE INCANTATION ALSO BRINGS THEM THROUGH SPACE...

...TO A SHIP SO MASSIVE THAT PLANETS ORBIT IT AS THOUGH IT WERE A SUN...

...THE WORLD SHIP OF
GALACTUS!

WHERE IS THE THIEF MORTAL?

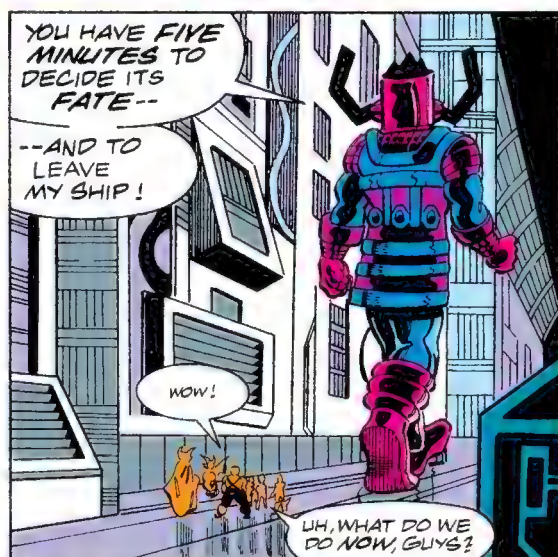
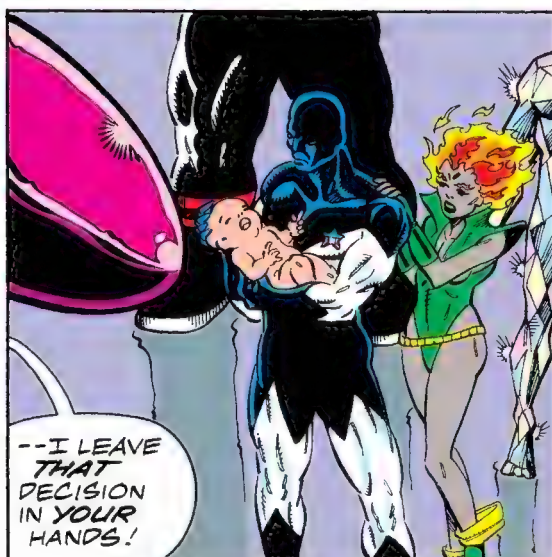
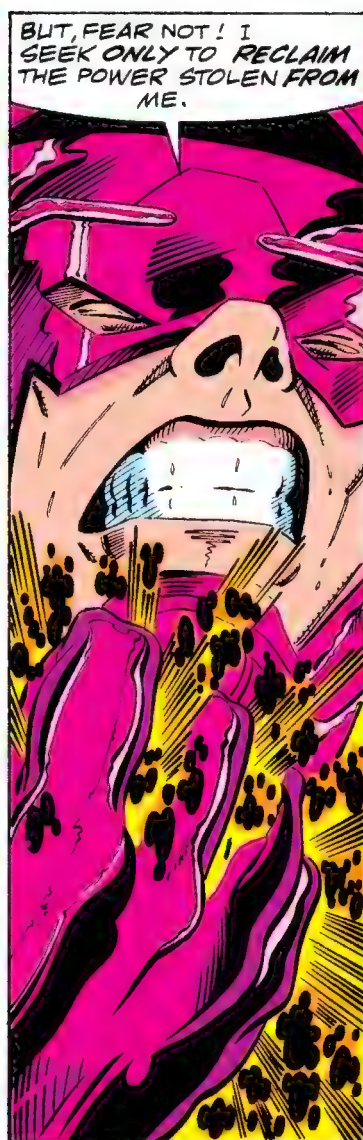
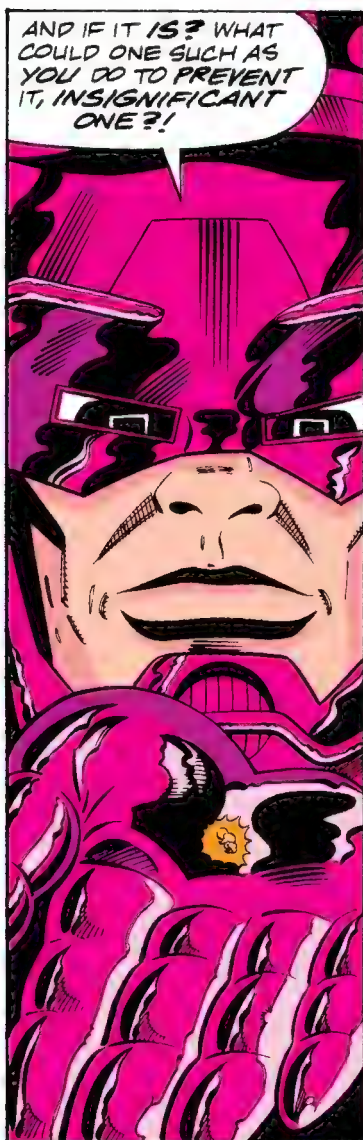
*THIS TIME TRAVEL STUFF CONFUSES US, TOO! --JIM N' CRAIG

WHERE IS THE FOOL WHO WOULD DARE TO STEAL FROM GALACTUS?!

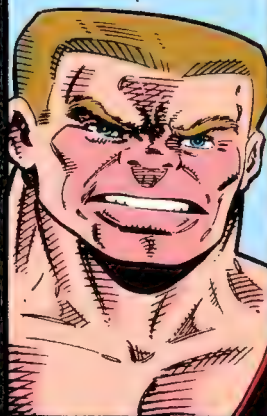
HE IS HERE, GALACTUS...

...BUT, BEFORE WE CAN RELINQUISH CUSTODY OF HIM WE MUST KNOW--

--IS IT YOUR INTENTION TO KILL HIM?!



WE KNOW WHAT HE'LL GROW UP TO BECOME, VANCE--



--KORVAC, THE ENEMY-- A POWER HUNGRY MONSTER!



WE MUST KILL HIM TO SAVE THOSE WHO WILL SUFFER LATER BY HIS HAND!



I DON'T SEE A MONSTER HERE-- ALL I SEE IS A HELPLESS LITTLE BABY.

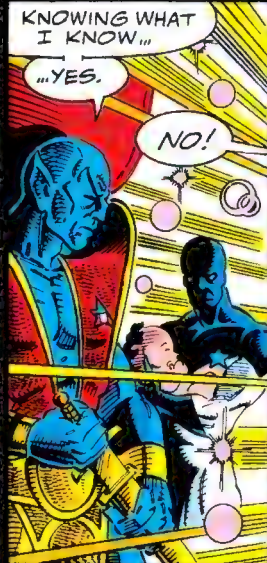


COULD YOU KILL HIM, YONDU?

KNOWING WHAT I KNOW...

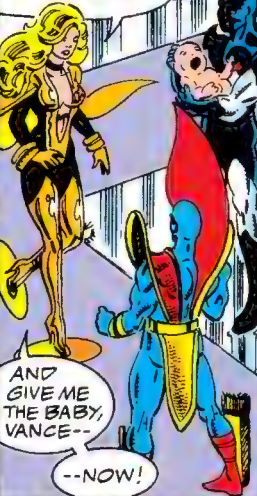
...YES.

NO!



PUT AWAY YOUR KNIFE, YONDU!

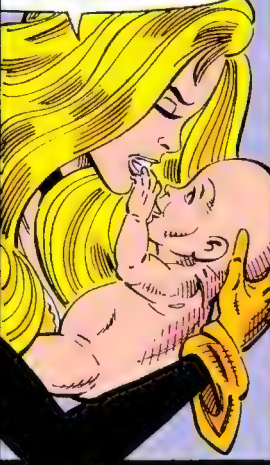
ALETA?



AND GIVE ME THE BABY, VANCE--

--NOW!

LISTEN TO WHAT YOU'RE CONTEMPLATING, GUARDIANS-- THE MURDER OF AN INNOCENT.

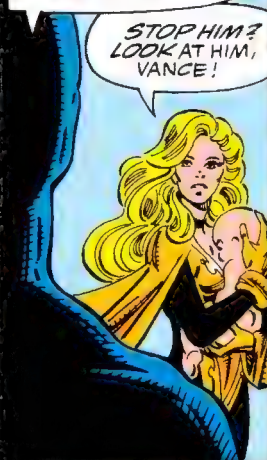


BUT WE KNOW WHAT THIS BABY WILL BECOME, ALETA!

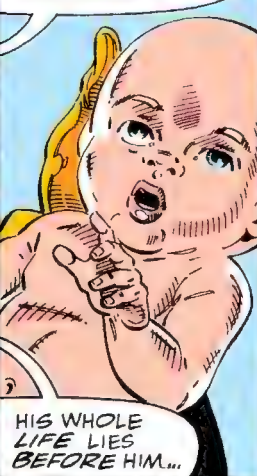


WE HAVE THE OPPORTUNITY HERE TO STOP HIM BEFORE HE CAN--

STOP HIM? LOOK AT HIM, VANCE!

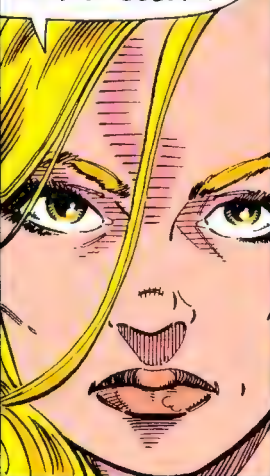


ALL OF YOU--LOOK UPON THE FACE OF INNOCENCE!

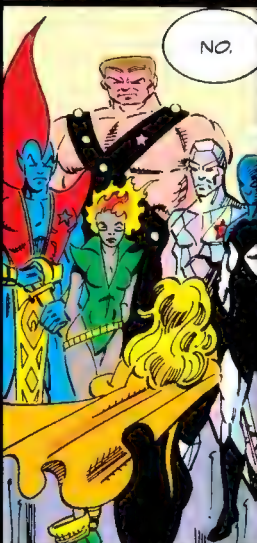


HIS WHOLE LIFE LIES BEFORE HIM...

...CAN ANY OF YOU END IT BEFORE IT HAS EVEN BEGUN?



NO.





YOU HAVE CHOSEN THE CORRECT PATH, GUARDIANS --AS I HOPED YOU WOULD!

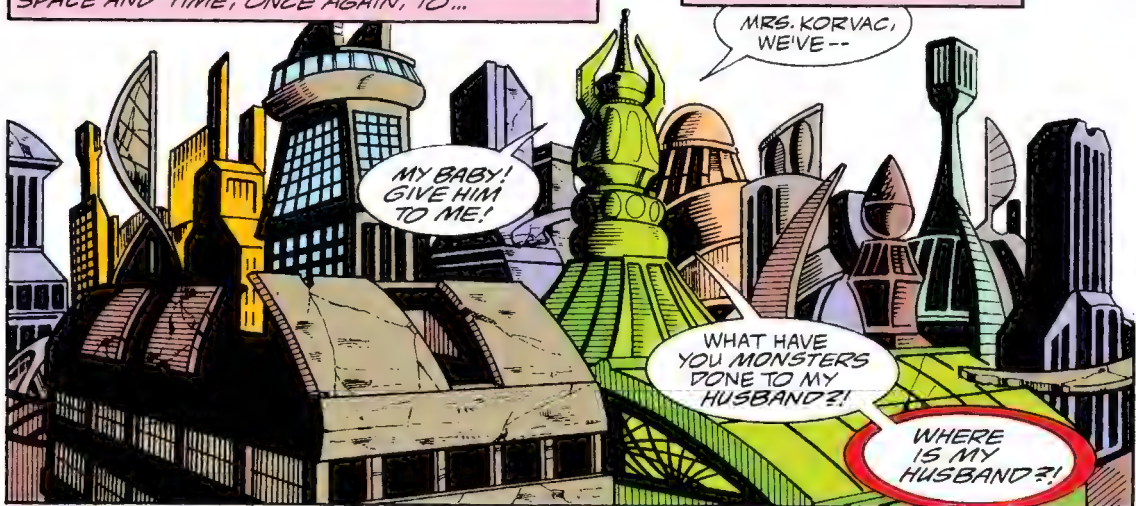
UNDERSTAND THAT THERE ARE AN INFINITE NUMBER OF VARIABLES WITHIN THE MULTIVERSE--

--THAT WHICH WAS IN ONE REALITY, NEED NOT BE SO IN ANOTHER! RETURN THIS CHILD TO HIS MOTHER...

...AND PRAY THAT HER LOVE WILL GUIDE HIM TO GREATNESS, RATHER THAN TO NOTORIETY!

AND, WITH THAT, ANOTHER SPELL IS CAST THAT TRANSPORTS THE GUARDIANS THROUGH SPACE AND TIME, ONCE AGAIN, TO...

...LUNA, FORTY YEARS IN THE GUARDIANS' PAST!



MRS. KORVAC, WE'VE--

MY BABY! GIVE HIM TO ME!

WHAT HAVE YOU MONSTERS DONE TO MY HUSBAND?!

WHERE IS MY HUSBAND?!



WE'RE SORRY, MRS. KORVAC, BUT YOUR HUSBAND DIDN'T...

NO! MY JORDAN'S... DEAD ???

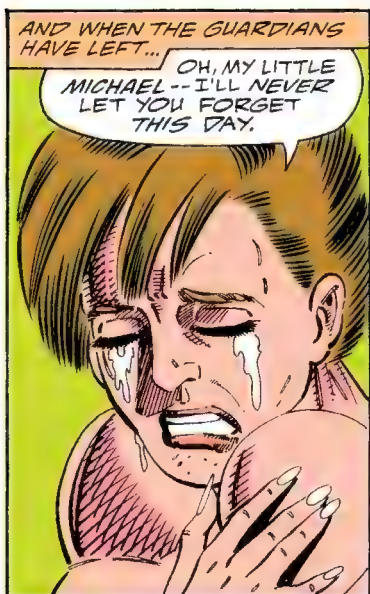
MRS. KORVAC, IF YOU'D JUST LET US EXPLAIN...



EXPLAIN? NO, I DON'T NEED TO HEAR ANY OF YOUR LIES!!

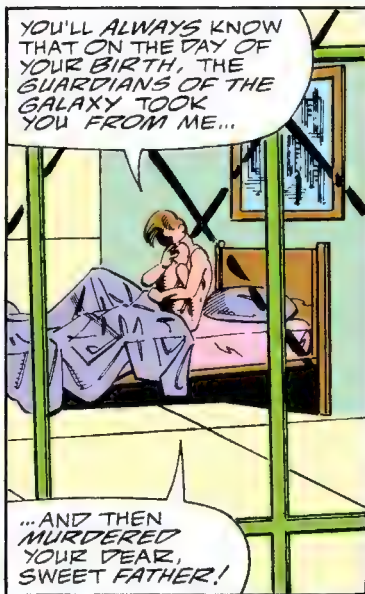
JUST GET OUT AND LEAVE ME ALONE!

GET OUT!!



AND WHEN THE GUARDIANS HAVE LEFT...

OH, MY LITTLE MICHAEL -- I'LL NEVER LET YOU FORGET THIS DAY.



YOU'LL ALWAYS KNOW THAT ON THE DAY OF YOUR BIRTH, THE GUARDIANS OF THE GALAXY TOOK YOU FROM ME...

...AND THEN MURDERED YOUR DEAR, SWEET FATHER!

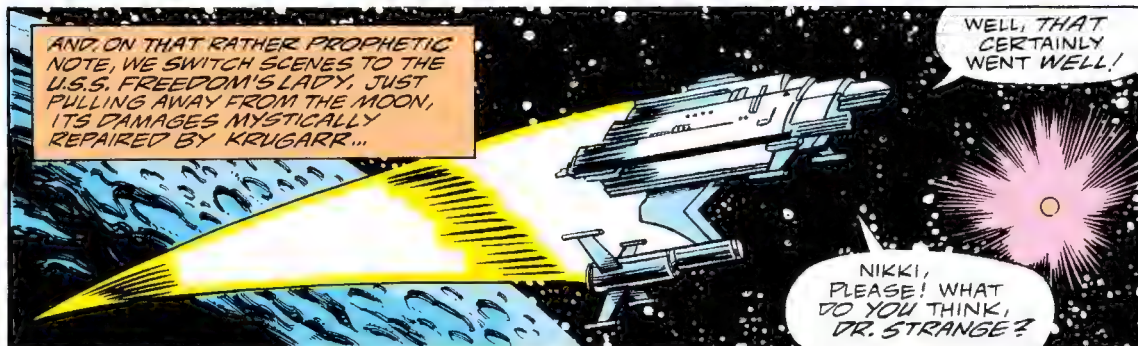


AND, WHEN YOU GROW TO BE A MAN, MY LITTLE ONE...

...YOU WILL TAKE YOUR REVENGE UPON THEM!

YOU WILL BECOME THEIR...

...ENEMY!



AND, ON THAT RATHER PROPHETIC NOTE, WE SWITCH SCENES TO THE U.S.S. FREEDOM'S LADY, JUST PULLING AWAY FROM THE MOON, ITS DAMAGES MYSTICALLY REPAIRED BY KRUGARR...

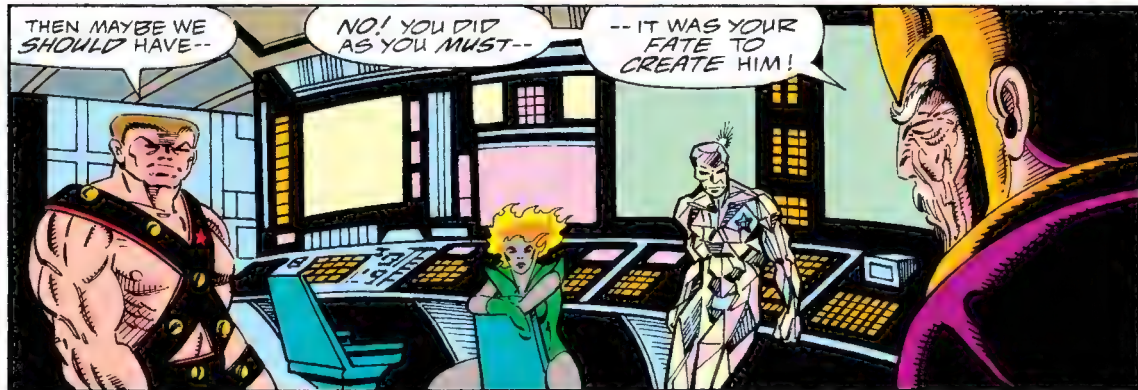
WELL, THAT CERTAINLY WENT WELL!

NIKKI, PLEASE! WHAT DO YOU THINK, DR. STRANGE?



WILL WE HAVE TO FACE KORVAC AGAIN IN FORTY YEARS?

PROBABLY, MY SON.



THEN MAYBE WE SHOULD HAVE--

NO! YOU DID AS YOU MUST--

--IT WAS YOUR FATE TO CREATE HIM!

AND NOW YOU MUST FORGIVE ME, BUT THIS FLESH IS OLD AND WEAK.

MY TIME UPON THIS PLANE IS NEARLY THROUGH...

...AND SO MUCH OF MY WORK REMAINS UNFINISHED.

KRUGARR'S TRAINING AS THE NEW SORCERER SUPREME IS NOT YET DONE!

WE MUST RETURN TO HIS STUDIES.

FAREWELL, MY FRIENDS. MAY PEACE BE YOURS.

AND MAY OUR PATHS CROSS ONCE AGAIN! GUARDIANS--

--IN THE FUTURE!

AND, IN A BLINDING FLASH, THEY'RE GONE!

WELL, I GUESS THAT'S IT, THEN! I'M NOT SURE WHAT WE'VE ACCOMPLISHED, BUT--

WAIT A SECOND, MARTY. WE STILL HAVE SOME UNFINISHED BUSINESS TO ATTEND TO!

OH? AND WHAT MIGHT THAT BE, VANCE?

"ALETA! SHE'S NEVER BEEN OFFICIALLY INDUCTED INTO THE GROUP!"

NO? WELL, LET US CORRECT THAT OVERSIGHT RIGHT NOW!

ALETA OGORD, WILL YOU ACCEPT THIS STAR AND FULL MEMBERSHIP IN THE GUARDIANS?

WHY, MARTY, I THOUGHT YOU'D NEVER ASK!

NOTHING COULD MAKE ME PROUDER THAN TO CALL MYSELF A...

...GUARDIAN OF THE GALAXY!

YAY, 'LITA!

AND, WITH THEIR INDUCTIO
CEREMONY COMPLETED, THE
GUARDIANS RETURNED TO
THEIR OWN TIME PERIOD...

... 3017 A.D. : EPILOGUE / PROLOGUE :

THE GUARDIANS LEAVE DRY-DOCK IN ORBIT AROUND THE SUN'S POLES...

...AND TAKE OFF IN THEIR STARSHIP, THE U.S.S. FREEDOM'S LADY.

THEY HAD BEEN TOGETHER FOR TEN YEARS AT THIS POINT, AND THEY WERE UNSURE WHETHER THEY SHOULD STAY TOGETHER OR GO THEIR SEPARATE WAYS.

IN THE END, THEY DECIDED TO REMAIN TOGETHER.

SEVERAL MONTHS PASSED, AND THEN YONDU FOUND A STRANGE BOOK AMONG HIS BELONGINGS.

WONDERING IF, PERHAPS, THE BOOK WAS A GIFT FROM THE ANCIENT ONE, YONDU TOOK IT TO HIS CLOSEST CONFIDANT, MAJOR ASTRO.

THIS BOOK OF ANTAG WAS A GALAXY-SPANNING PUZZLE! AND ITS PRIZE...

...WAS A DISTURBINGLY FAMILIAR SHIELD!



IT WAS WRITTEN IN THE RUNES OF HIS PEOPLE-- BUT HE HAD NO RECOLLECTION OF OWNING SUCH A TOME, AND DID NOT KNOW ITS ORIGIN!



IN EXAMINING THE ENIGMATIC VOLUME'S PAGES, THE 1000-YEAR-OLD MAN MADE A STARTLING DISCOVERY!



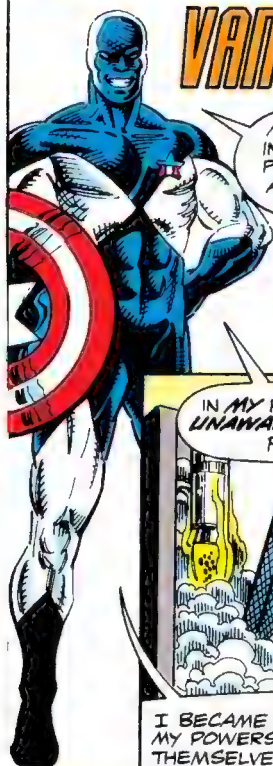
AND THUS BEGAN THE GREATEST QUEST THAT THE GUARDIANS OF THE GALAXY WOULD EVER KNOW! *

* SEE ISSUES #1-6 -- CRAIG

THE END, AND, THE BEGINNING!

GUARDIANS OF THE GALAXY FEATURE PAGE!

VANCE ASTRO *VERSUS* MARVEL BOY



MANY READERS HAVE WRITTEN IN TO ASK IF I'M THE SAME PERSON AS MARVEL BOY! THE ANSWER IS BOTH YES -- AND NO!

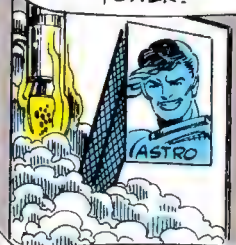
THE TRUTH IS THAT WE STARTED LIFE AS THE SAME PERSON! WE WERE BORN TO ARNOLD AND NORMA ASTRO-VIK IN SAUGERTIES, NEW YORK!



OUR CHILDHOODS WERE EXACTLY THE SAME...

...UNTIL I WAS SIXTEEN! THAT'S WHEN OUR REALITIES DIVERGED!*

IN MY REALITY I GREW UP UNAWARE OF MY MUTANT POWER!



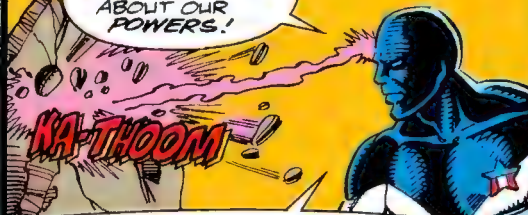
I BECAME AN ASTRONAUT -- MY POWERS NOT MANIFESTING THEMSELVES UNTIL AFTER MY 1000-YEAR JOURNEY THROUGH SPACE!

BUT IN MY REALITY, VANCE THE ELDER CAME BACK INTO HIS OWN PAST...



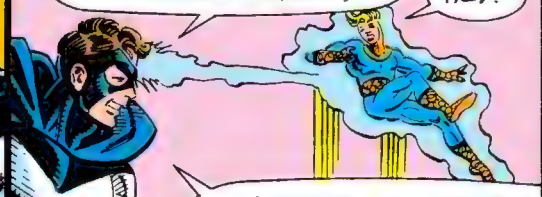
...AND TRIGGERED MY POWERS, THUS CREATING A DIVERGENT REALITY WHERE I DID BECOME A TEEN-AGED SUPER HERO!

THERE IS ALSO SOME QUESTION ABOUT OUR POWERS!



I'M ABLE TO PROJECT PSYCHOKINETIC BLASTS OF GREAT CONCUSSIVE FORCE -- BUT I AM NOT TELEKINETIC!

WHEREAS, I AM TELEKINETIC, BUT I DON'T POSSESS HIS PSYCHOKINETIC BLASTS!



HEY!

IT IS POSSIBLE THAT PSYCHOKINESIS MAY BE A HIGHLY SPECIALIZED FORM OF TELEKINESIS!

HOPEFULLY, YOU WON'T HAVE TO LIVE 1000 YEARS TO FIND OUT, KID!

WE'VE MET TWICE BEFORE, TOO -- AND, HOPEFULLY, WE'LL MEET AGAIN...



...SOMETIME IN THE FUTURE--

--DR, MAYBE, IN THE PAST!

* MARVEL TWO-IN-ONE #69 ** GIANT-SIZE DEFENDERS #5 AND MARVEL TWO-IN-ONE #69 -- CRAIG.

GUARDIANS OF THE GALAXY FEATURE PAGE!

GUARDIANS VILLAINS TRADING CARDS

BADOON



Arguably the most vicious foes the Guardians have ever faced, the reptilian **Brotherhood of the Badoon** committed genocide on Guardian home-worlds **Mercury** (Nikki), **Jupiter** (Charlie-27), **Pluto** (Martinex) and **Centauri IV** (Yondu) before conquering the Earth! They enslaved the Earth for seven years until the Guardians (with the aid of the Defenders) defeated them!

First appearance: Silver Surfer, Vol. 1, #2 (October, 1968)

GUARDIANS VILLAINS TRADING CARDS

KORVAC



Originally the cyborg leader of the **Minions of Menace**, Michael Korvac increased his powers to near God-like levels when he interfaced with **Galactus's** world-ship! Not even the combined might of the Guardians and a full complement of Avengers could stop him! He was only defeated by faithless love — or **was** he?

First appearance: Giant-Size Defenders #3 (January, 1975)

GUARDIANS VILLAINS TRADING CARDS

MALEVOLENCE



An energy vampire, this daughter of **Mephisto** briefly engaged and easily overpowered the Guardians! But her ruthless attack left more questions than answers — **who** was "the child" she kept referring to? **Why** did she call Aleta "the rival"? Only Starhawk seems to know — and, as usual, **he's not saying!**

First appearance: Guardians of the Galaxy #7 (December, 1990)

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or
Save

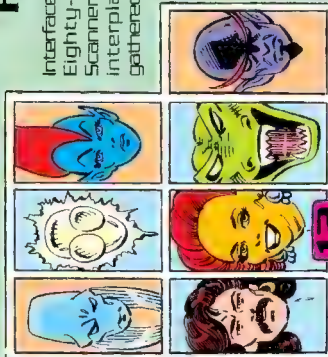


GUARDIANS VILLAINS TRADING CARDS

FORCE

Interfacel Tachyon! Photoni! Eighty-five! Broadside! Scanner! Brrill! Seven interplanetary thieves gathered together to plunder the universal! They vied with the Guardians for Captain America's shield — and almost won!

First appearance: Guardians of the Galaxy #3 (August, 1990)

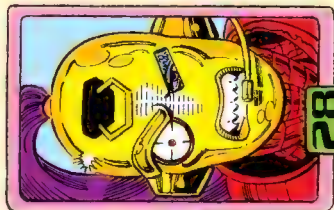


GUARDIANS VILLAINS TRADING CARDS

OVERKILL

The Stark's most powerful cyborg warrior, he lost the honor of his name when he was defeated by the Guardians and Firelord on the planet Corgi! The Stark replaced 95% of his body with armor and weaponry — and dubbed him **Overkill!** Now he lives only for revenge — and the right to reclaim his lost honor and name!

First appearance: Guardians of the Galaxy #1 (June, 1990)



COLLECT
THEM ALL!

FRIENDS OF THE GUARDIANS!

THE SPIRIT OF VENGEANCE! WILEAYDUS OF THE PLANET SARKA ASSISTED THE GUARDIANS IN ESCAPING FROM THE UNIVERSAL CHURCH OF TRUTH...

...BUT ONLY AFTER HE UNWITTINGLY CAUSED SERIOUS INJURY TO STARHAWK!

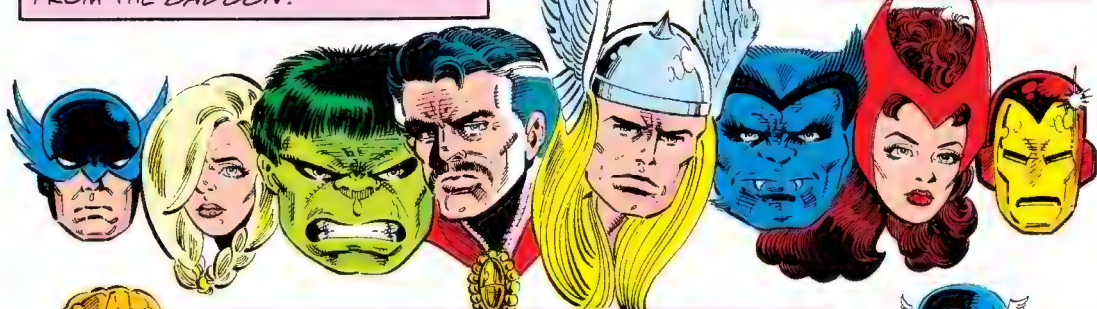
GIRAUD OF HAVEN! HE BECAME THE 31ST CENTURY INCARNATION OF PHOENIX...

...AND CURRENTLY LIES INERT ON THE PLANET CONTROLLED BY...

...MAIN FRAME! FORMERLY THE AVENGER KNOWN AS THE VISION, HE IS NOW A DISEMBODIED INTELLIGENCE AFTER SUCCESSFULLY INTER-FACING WITH A NAME-LESS WORLD'S PLANET-WIDE COMPUTER!

THE DEFENDERS! THE 20TH CENTURY NON-TEAM OF DR. STRANGE, THE VALKYRIE, NIGHTHAWK AND THE HULK, THEY ASSISTED THE GUARDIANS IN LIBERATING 31ST CENTURY EARTH FROM THE BADOON!

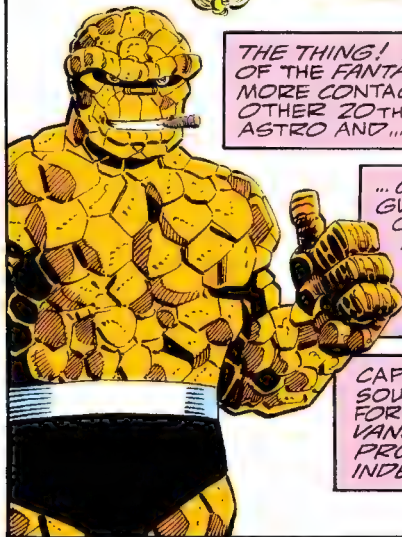
THE AVENGERS! THE 20TH CENTURY SUPER-TEAM THAT ASSISTED THE GUARDIANS IN DEFEATING MICHAEL KORVAC--THE FIRST TIME!



THE THING! BENJAMIN J. GRIMM, CO-FOUNDER OF THE FANTASTIC FOUR, HAS PROBABLY HAD MORE CONTACT WITH THE GUARDIANS THAN ANY OTHER 20TH CENTURY MAN, EXCEPT VANCE ASTRO AND...

...CAPTAIN AMERICA! THE GUARDIANS HAVE NAMED TWO OF THEIR FOUR STARSHIPS AFTER THE SENTINEL OF LIBERTY AND CONTINUE TO HOLD HIM AS AN IDEAL OF MANKIND AT ITS GREATEST!

CAP REMAINS A CONSTANT SOURCE OF INSPIRATION FOR THE TEAM, BECAUSE VANCE ASTRO NOW PROUDLY WIELDS HIS INDESTRUCTIBLE SHIELD!



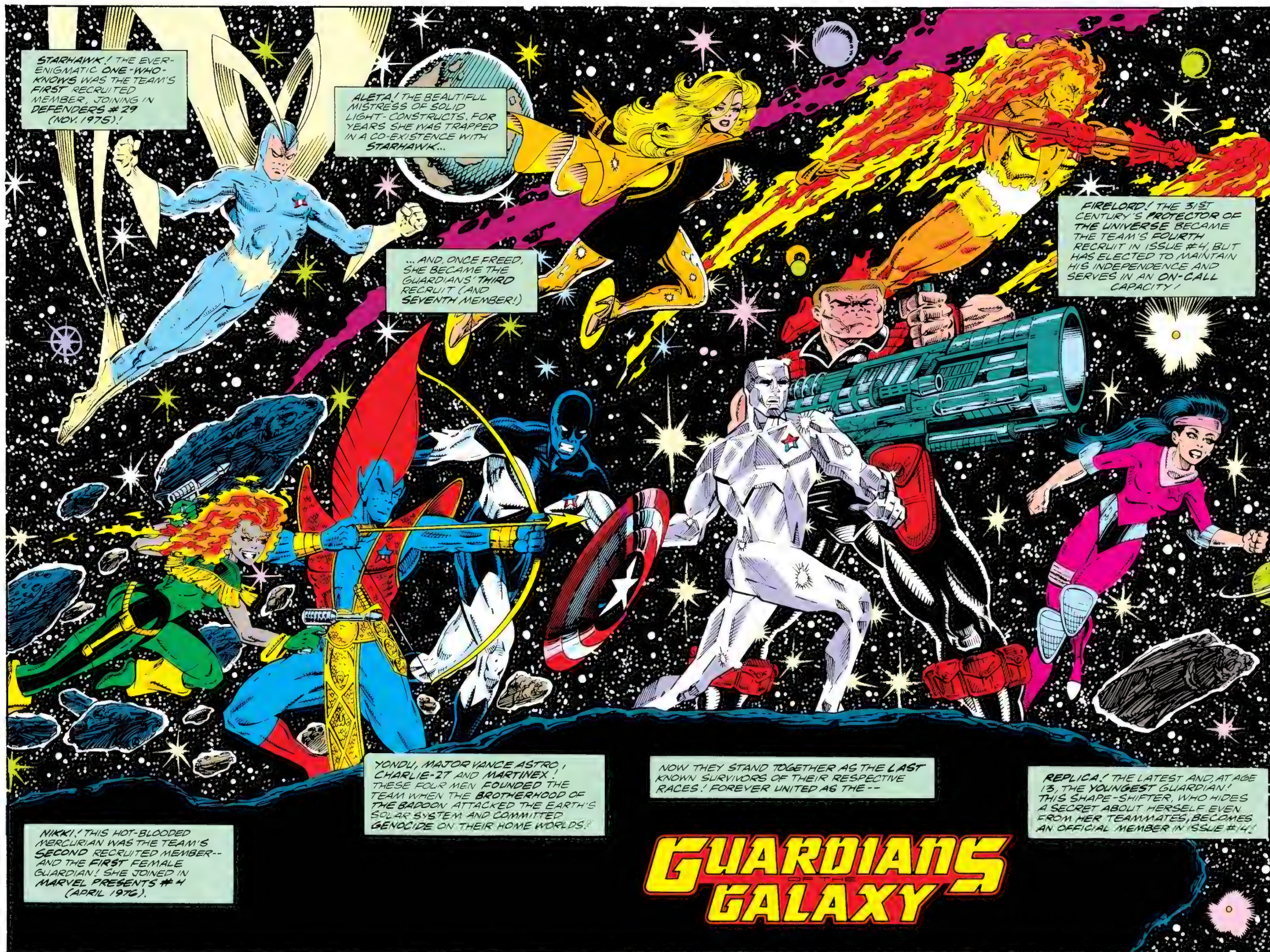
GUARDIANS OF THE GALAXY PIN-UP PAGE!

AND NOW
BY POPULAR
DEMAND...*

ALETA

'NUFF
SAID!

* WELL, AT LEAST CRAIG SAID HE WANTED TO SEE IT! -- JIM.



STARHAWK! THE EVER-ENIGMATIC ONE-WHO-KNOWS WAS THE TEAM'S FIRST RECRUITED MEMBER, JOINING IN DEFENDERS # 29 (NOV. 1975)!

ALETA! THE BEAUTIFUL MISTRESS OF SOLID LIGHT-CONSTRUCTS. FOR YEARS SHE WAS TRAPPED IN A CO-EXISTENCE WITH STARHAWK...

... AND, ONCE FREED, SHE BECAME THE GUARDIANS' THIRD RECRUIT (AND SEVENTH MEMBER!)

FIRELORD! THE 31ST CENTURY'S PROTECTOR OF THE UNIVERSE BECAME THE TEAM'S FOURTH RECRUIT IN ISSUE #4, BUT HAS ELECTED TO MAINTAIN HIS INDEPENDENCE AND SERVES IN AN ON-CALL CAPACITY!

NIKKI! THIS HOT-BLOODED MERCURIAN WAS THE TEAM'S SECOND RECRUITED MEMBER-- AND THE FIRST FEMALE GUARDIAN! SHE JOINED IN MARVEL PRESENTS # 4 (APRIL 1976).

YONDU, MAJOR VANCE ASTRO, CHARLIE-27 AND MARTINEX! THESE FOUR MEN FOUNDED THE TEAM WHEN THE BROTHERHOOD OF THE BADGON ATTACKED THE EARTH'S SOLAR SYSTEM AND COMMITTED GENOCIDE ON THEIR HOME WORLDS!

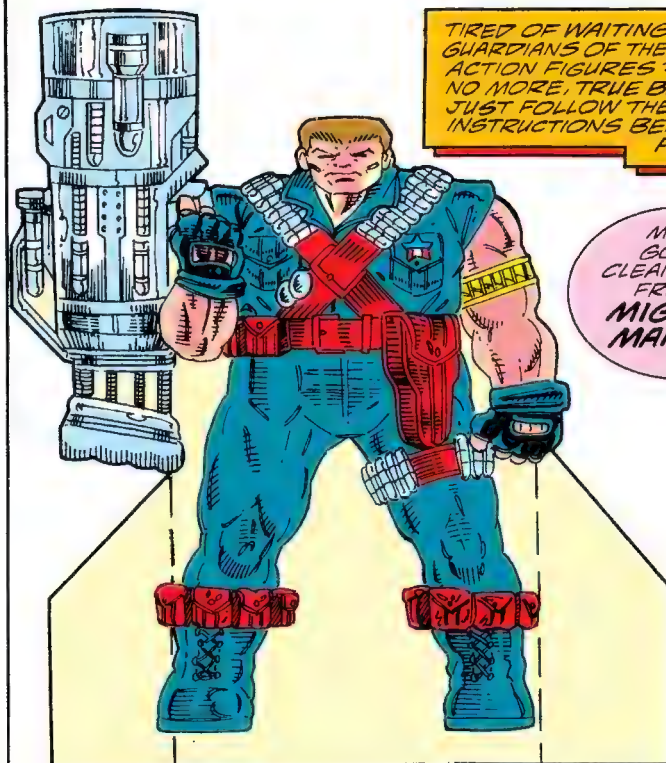
NOW THEY STAND TOGETHER AS THE LAST KNOWN SURVIVORS OF THEIR RESPECTIVE RACES! FOREVER UNITED AS THE--

REPLICA! THE LATEST AND, AT AGE 13, THE YOUNGEST GUARDIAN! THIS SHAPE-SHIFTER, WHO HIDES A SECRET ABOUT HERSELF EVEN FROM HER TEAMMATES, BECOMES AN OFFICIAL MEMBER IN ISSUE #14!

GUARDIANS GALAXY

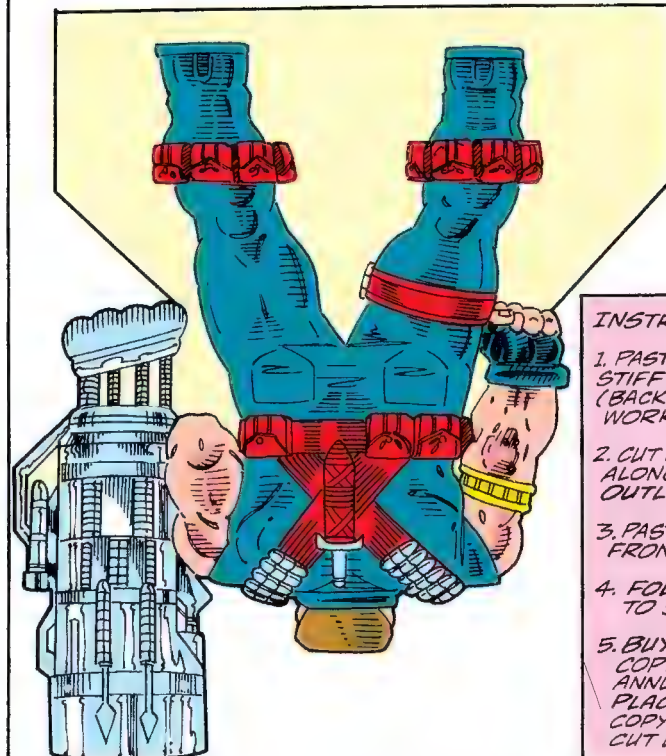
GUARDIANS OF THE GALAXY FEATURE PAGE!

CHARLIE AND NIKKI CUT-OUT ACTION FIGURES!



TIRE D OF WAITING FOR
GUARDIANS OF THE GALAXY
ACTION FIGURES? WELL, WAIT
NO MORE, TRUE BELIEVER!
JUST FOLLOW THE EASY
INSTRUCTIONS BELOW AND
PARTY!

MORE
GOOD
CLEAN FUN
FROM
MIGHTY
MARVEL!



INSTRUCTIONS:

1. PASTE PAGE ON STIFF CARDBOARD (BACKING BOARDS WORK GREAT!)
2. CUT FIGURES ALONG BOLD OUTLINES!
3. PASTE FIGURES FRONT-TO-BACK!
4. FOLD TABS TO STAND!
5. BUY ANOTHER COPY OF THIS ANNUAL TO REPLACE THE MINT COPY YOU JUST CUT UP!!

AND HOW
ABOUT THOSE
NEW
COSTUMES!?!
LOOK FOR 'EM
SOON!

QUESTIONS AND ANSWERS ABOUT STARHAWK!

Q.: HOW CAN STARHAWK PROJECT LIGHT BEAMS AHEAD OF HIMSELF IF HE IS TRAVELING AT THE SPEED OF LIGHT?

A.: EINSTEIN'S THEORY OF RELATIVITY IS A CONSTANT IN ANY POINT OF REFERENCE. THIS MEANS THAT NO MATTER HOW FAST HE IS TRAVELING, HE WILL NEVER BE ABLE TO OUTPACE HIS OWN LIGHT BEAMS!

Q.: STARHAWK HAS MADE LIGHT CONSTRUCTS IN THE PAST. IS THIS ONE OF HIS POWERS? WHAT ARE HIS POWERS?

A.: THE LIGHT CONSTRUCTS HE MADE WERE THE RESULT OF TAPPING INTO ALETA'S POWERS. NOW THAT THE TWO ARE SEPARATED, HE CAN NO LONGER CREATE LIGHT CONSTRUCTS. THE UPPER LIMITS OF HIS POWERS ARE UNKNOWN, BUT HE HAS BEEN OBSERVED TRAVELING AT LIGHT SPEED, EMITTING LIGHT BEAMS, AND PROJECTING LIGHT AND LUMINESCENCE FROM HIS PERSON. HE ALSO HAS SOME LIMITED HEALING ABILITIES.

Q.: STARHAWK HAS STOOD TOE-TO-TOE WITH KORVAC AND TRADED BLOWS WITH THOR-- HOW STRONG IS HE?

A.: AS A BEING OF PURE LIGHT, STARHAWK POSSESSES LITTLE MASS AND EVEN LESS STRENGTH! DURING THE ABOVE MENTIONED BATTLES, STARHAWK TAPPED INTO ALETA'S SOLID-LIGHT POWERS TO TEMPORARILY INCREASE BOTH HIS MASS AND HIS STRENGTH!

Q.: AS THE ONE-WHO-KNOWS, CAN STARHAWK PREDICT THE FUTURE?

A.: NO. HE HAS RELIVED HIS LIFE UNTOLD TIMES AND REMEMBERS HIS PAST EXPERIENCES EVEN AS WE REMEMBER OURS. THERE ARE LAPSES IN HIS MEMORY WHEN, DUE TO HIS ACTIONS, HE CREATES AN ALTERNATE REALITY WHILE TRYING TO CHANGE HIS PREDISCRIBED FATE!

Q.: IT WAS REVEALED IN ISSUE #7 THAT STARHAWK WILL RE-INHABIT HIS INFANT BODY. WILL THIS HAPPEN?

A.: SORRY, BUT WE HAVE TO KEEP SOME QUESTIONS UNANSWERED. LET'S JUST SAY THAT IT WILL HAPPEN!

THE FACTS ABOUT MARTINEX!

THIS IS PLUTO/CHARON--OUR SOLAR SYSTEM'S ONLY DOUBLE PLANET. USUALLY IT'S THE FURTHER-MOST PLANET FROM OUR SUN--AT AN AVERAGE DISTANCE OF APPROXIMATELY 5,900,000,000 KILOMETERS! THAT MEANS IT RECEIVES ALMOST NO SUNLIGHT!

WHEN IT WAS DECIDED TO COLONIZE THIS MOST INHOSPITABLE OF WORLDS, SEVERAL ALTERATIONS HAD TO BE MADE IN BASIC HUMAN PHYSIOLOGY!

THROUGH GENETIC ENGINEERING, WE PLUVIANS WERE ENCODED WITH A SILICON-ISOTOPE FOR OUR EPIDERMIS. THIS ORGANIC CRYSTAL SUBSTANCE WAS DESIGNED TO PROTECT OUR BODIES FROM THE VACUUM OF SPACE!

OUR EYES WERE DESIGNED TO SEE IN ABSOLUTE DARKNESS, AND OUR RESPIRATORY SYSTEMS WERE ALTERED SO WE DON'T NEED AIR TO SURVIVE!

WE ALSO HAVE COMPLETE CONTROL OVER OUR BODIES' TEMPERATURE! AN INTERESTING SIDE EFFECT OF THAT IS OUR ABILITY TO PROJECT BIO-THERMAL RAYS.

I CAN EMIT HEAT FROM MY RIGHT HAND AND COLD FROM MY LEFT! THE UPPER LIMITS OF THESE CAN PRODUCE FIRE OR ICE OVER AREAS OF AROUND 25 FEET OR SO.

SINCE MY BIO-THERMAL POWERS ARE SELF-GENERATED, I CAN ONLY USE THEM AT MAXIMUM INTENSITY FOR BRIEF PERIODS OF TIME WITHOUT TIRING!

RECENTLY, MY BODY UNDERWENT A HERETOFORE UNPRECEDENTED CHANGE THE CRYSTALLINE PLATES WHICH COMPOSED MY SKIN BEGAN TO FALL OFF, REVEALING A SMOOTHER CRYSTALLINE STRUCTURE UNDERNEATH!

WHETHER OR NOT THIS CHANGE IS THE RESULT OF A LATENT MUTANT GENE WITHIN ME, OR A NATURAL EVOLUTIONARY STEP FOR MY RACE IS UNKNOWN--

--AND UNKNOWABLE! SINCE I AM THE LAST SURVIVING PLUVIAN, THERE CAN NEVER BE A CONTROLLED SCIENTIFIC ANALYSIS OF THE PHENOMENON!

THIS CHANGE IS PURELY EPIDERMAL (SIMILAR TO A TERRAN SNAKE SHEDDING ITS SKIN) AND HAS IN NO WAY AFFECTED OR ENHANCED MY NATURAL ABILITIES!

STAN LEE PRESENTS

AN
UNTOLD
TALE OF
THE

GUARDIANS GALAXY

THE YEAR IS 3007 A.D. IT IS A LITTLE OVER TWO WEEKS SINCE VANCE ASTRO, MARTINEK, YONDU AND CHARLIE-27 FIRST JOINED FORCES TO BECOME THE GUARDIANS OF THE GALAXY!

FOR THE LAST TWO WEEKS, THE GROUP HAS BEEN HOLED UP IN THE BASEMENT OF AN ABANDONED TENEMENT BUILDING, TRYING TO AVOID EARTH'S CONQUERERS, THE BROTHERHOOD OF THE BADDOON.

TWO WEEKS IN WHICH TENSION AMONG THESE MEN OF ACTION HAS RUN HIGH! AND AS CHARLIE-27 RETURNS FROM A ROUTINE RECONNAISSANCE MISSION, THE STRESS WITHIN THE NEWLY-FORMED TEAM OF FREEDOM FIGHTERS THREATENS TO EXPLODE!

THOUGH NONE OF THEM CAN KNOW IT YET, THIS WILL PROVE TO BE ONE OF THE MOST EVENTFUL DAYS OF THEIR LIVES--AS EVENTS WILL LEAD THEM, INEXORABLY, TOWARD A FATEFUL--

ENCOUNTER ON EUROPA!



WHEN! IT SURE DOES FEEL GOOD TO GET OUT OF THAT HELMET!

AT LEAST YOU CAN TAKE IT OFF, CAPTAIN 27! IF I REMOVE MINE, I'M DEAD!

LOOK, MAJOR, I'M SORRY IF I--

SAVE IT, FAT MAN! I DON'T NEED YOUR PITY!

A JIM 'N' STEVE 'N' KEN 'N' EVELYN 'N' CRAIG 'N' TOM CO-PRODUCTION!

NO, OF COURSE YOU DON'T, ASTRO--YOU'VE GOT PLENTY OF YOUR OWN!

NOW YOU WAIT JUST ONE--



NO! YOU WAIT A MINUTE, MAJOR!

WHUMP

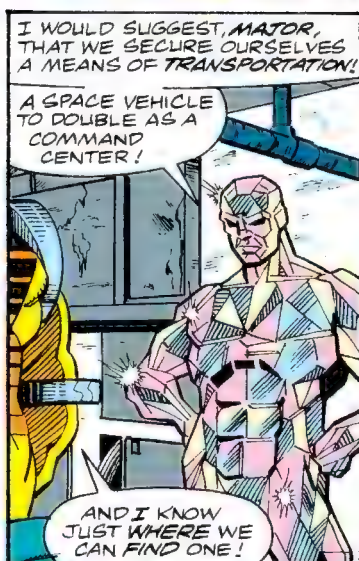
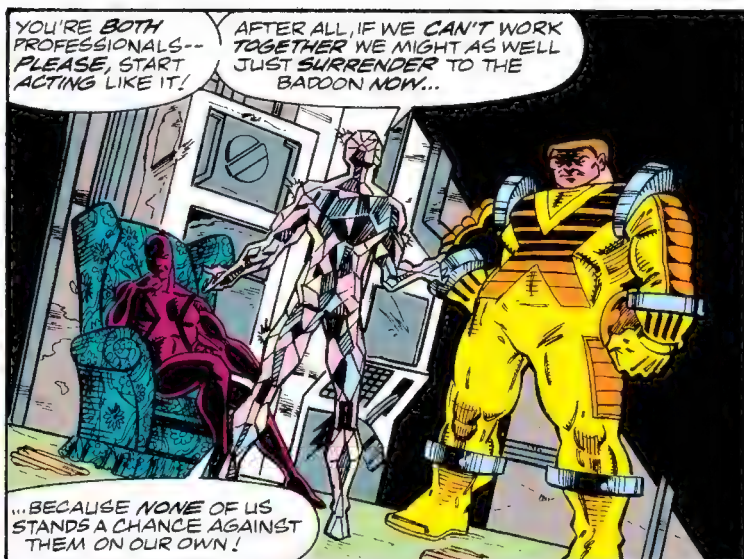
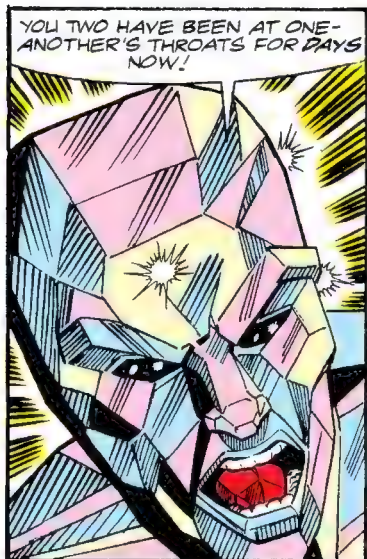
WE'VE ALL BEEN PUT THROUGH THE WRINGER OVER THE LAST COUPLE OF WEEKS...

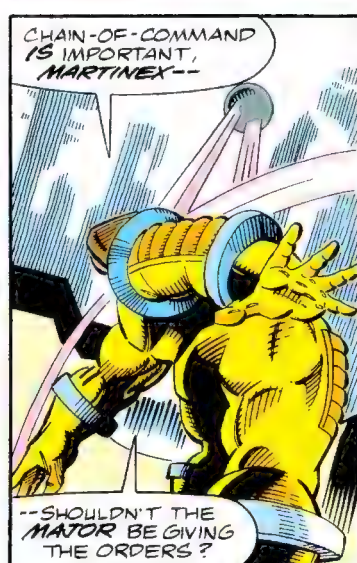
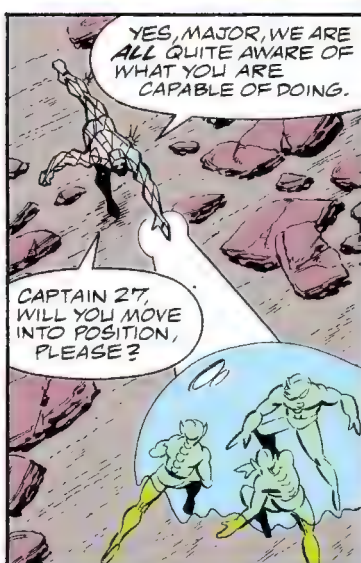
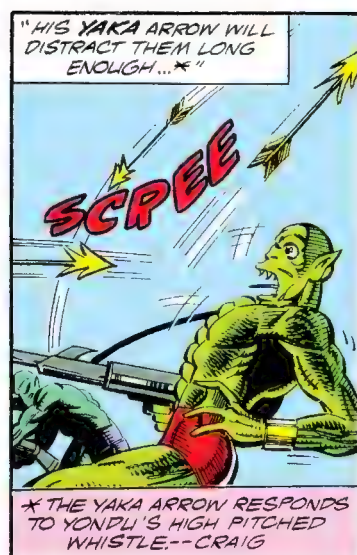


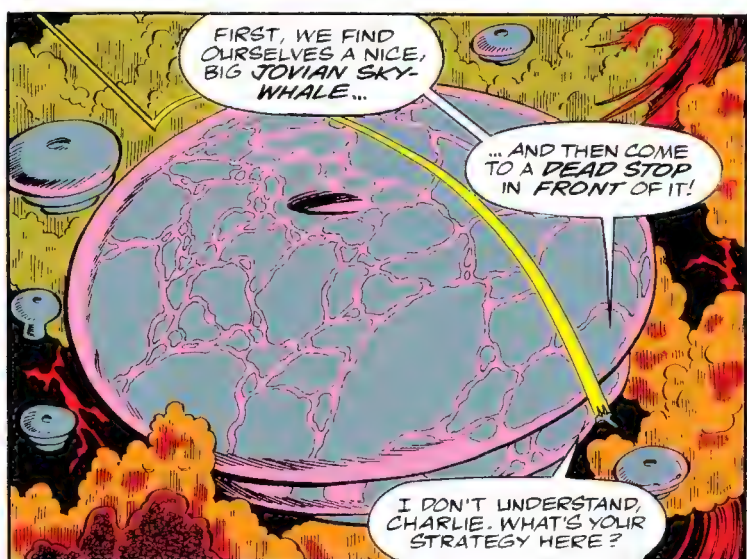
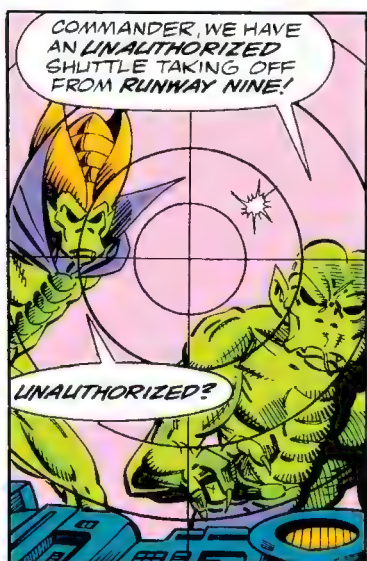
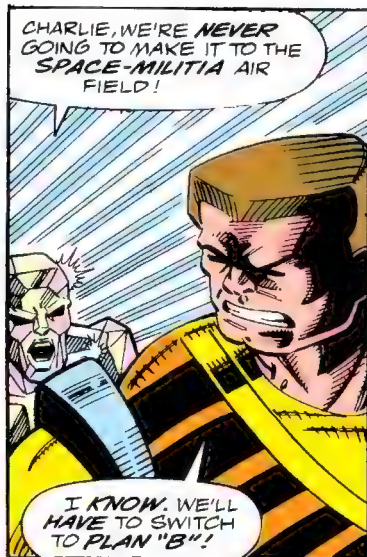
...AND NONE OF US NEEDS ANY GRIEF FROM A SELF-PITYING, BITTER OLD--

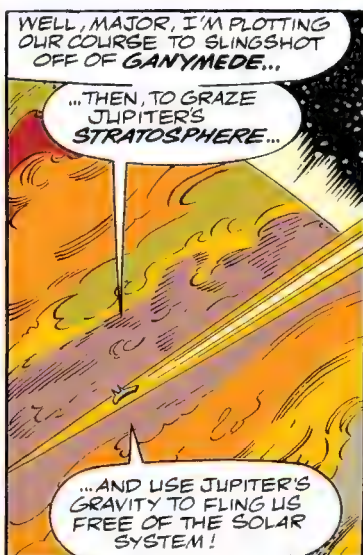
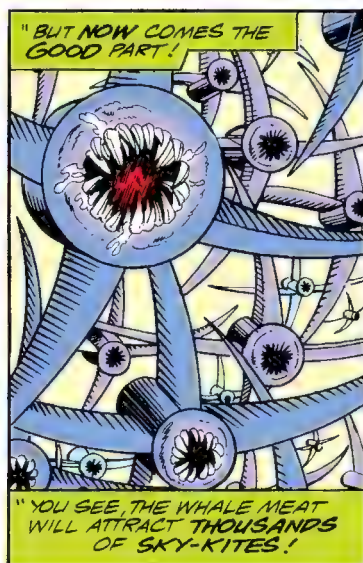
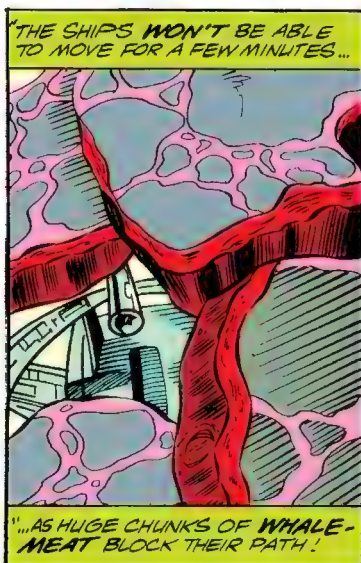
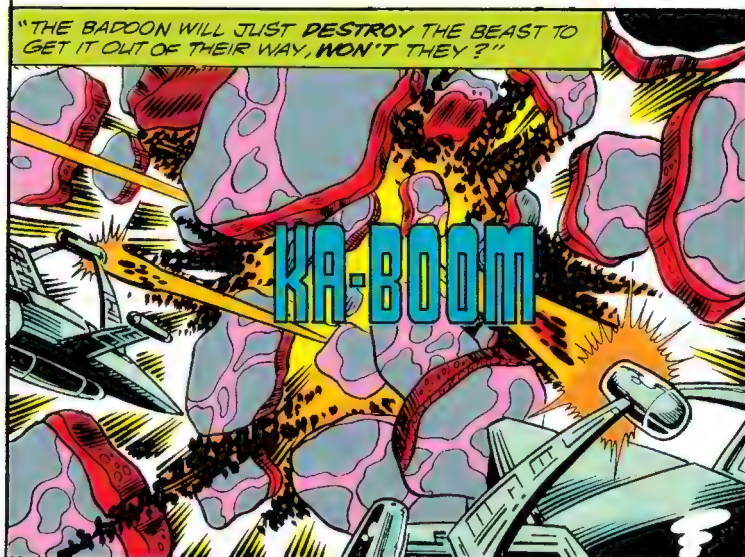
GENTLEMEN, PLEASE!









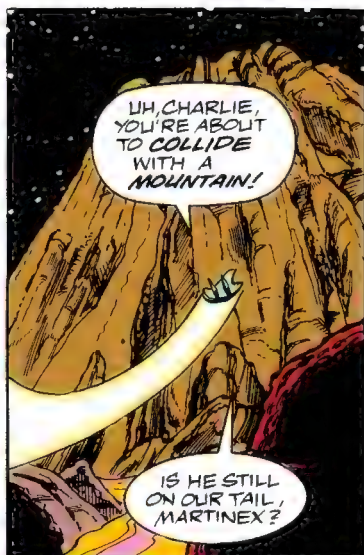




NO PROBLEM, VANCE.
THIS SYSTEM IS MY
BACK YARD--

--NO ONE
CAN OUT-FLY
ME HERE!

LET'S SEE
HOW OUR
LITTLE FRIEND
LIKES IO!



UH, CHARLIE,
YOU'RE ABOUT
TO COLLIDE
WITH A
MOUNTAIN!

IS HE STILL
ON OUR TAIL,
MARTINEX?



YES, BUT--

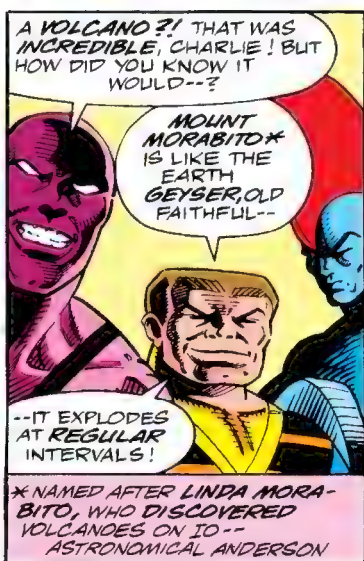
--CHARLIE!

JUST
RELAX
AND TRUST
ME...



... BECAUSE
THAT'S NO
MOUNTAIN!

BA-LOOM

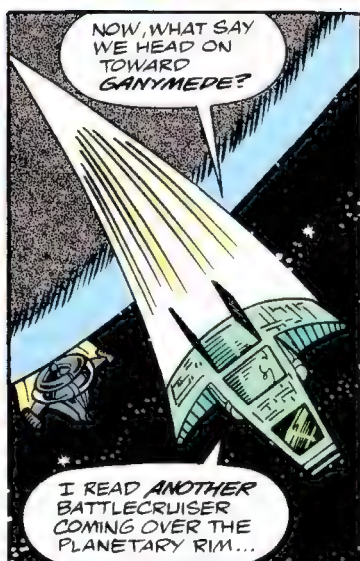


A VOLCANO?! THAT WAS
INCREDIBLE, CHARLIE! BUT
HOW DID YOU KNOW IT
WOULD--?

MOUNT
MORABITO*
IS LIKE THE
EARTH
GEYSER, OLD
FAITHFUL--

--IT EXPLODES
AT REGULAR
INTERVALS!

* NAMED AFTER LINDA MORA-
BITO, WHO DISCOVERED
VOLCANOES ON IO--
ASTRONOMICAL ANDERSON



NOW, WHAT SAY
WE HEAD ON
TOWARD
GANYMEDE?

I READ ANOTHER
BATTLECRUISER
COMING OVER THE
PLANETARY RIM...

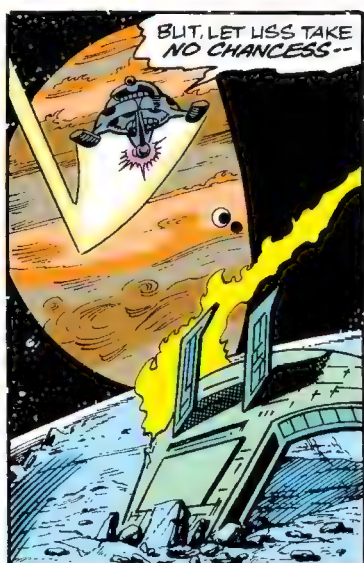
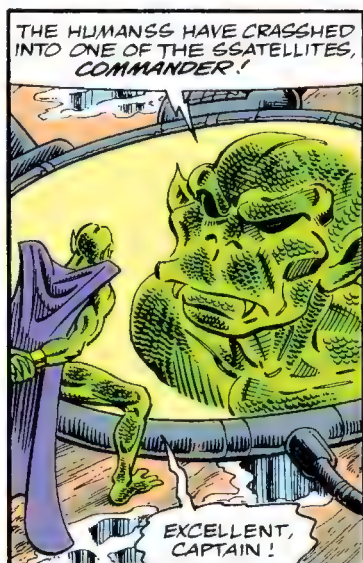


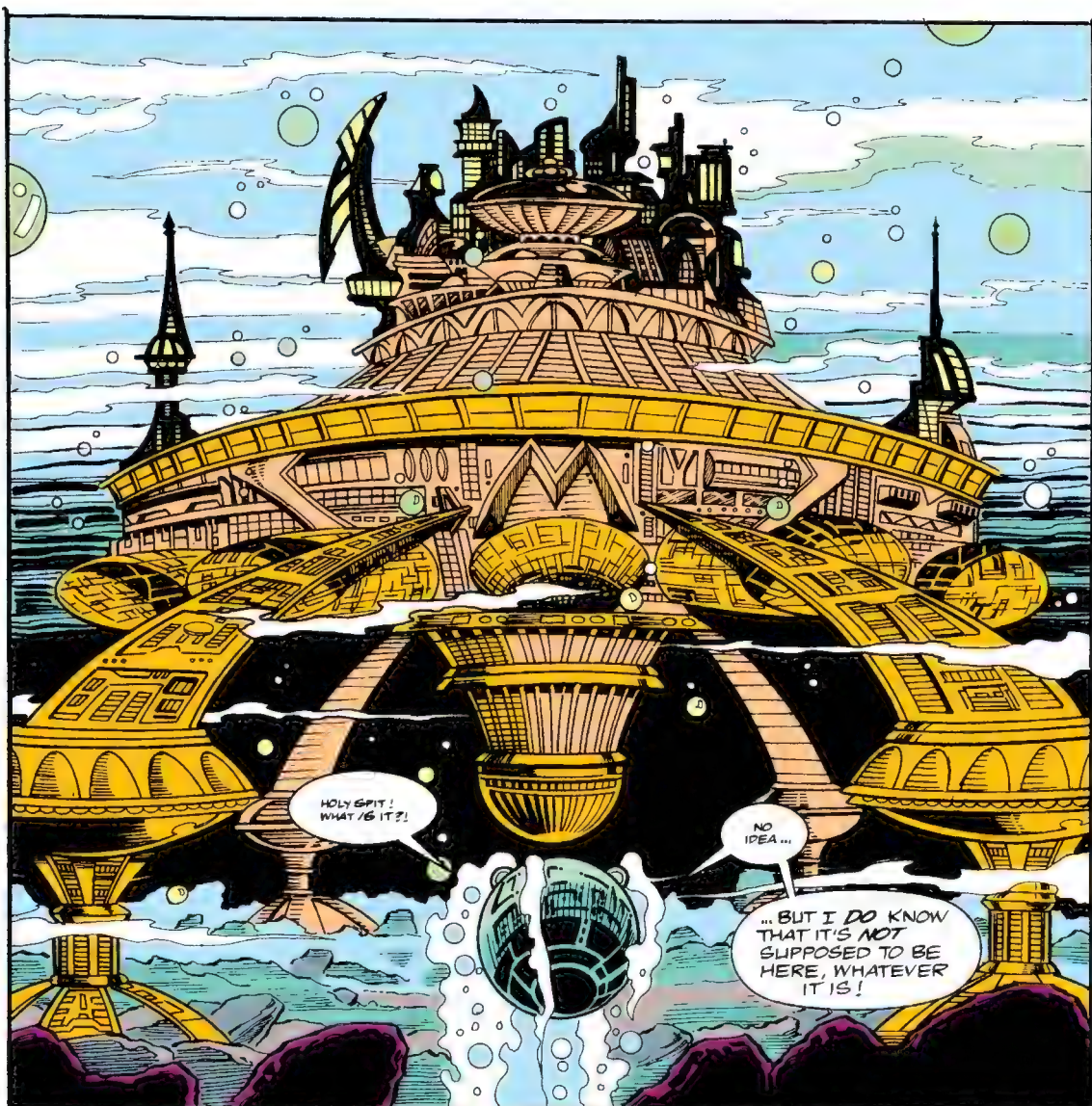
"... AND HIS TORPEDOES ARE
FULLY--"

PITCHOO
PITCHOO



BA-LAM



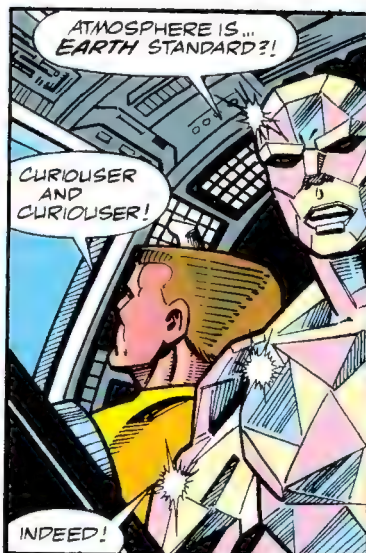




--I **PROBABLY** WOULD HAVE KNOWN ABOUT SOMETHING **THIS BIG!**

HMMM, PERHAPS.

THERE'S A DOCKING BAY AHEAD OF US!



ATMOSPHERE IS... **EARTH STANDARD?!**

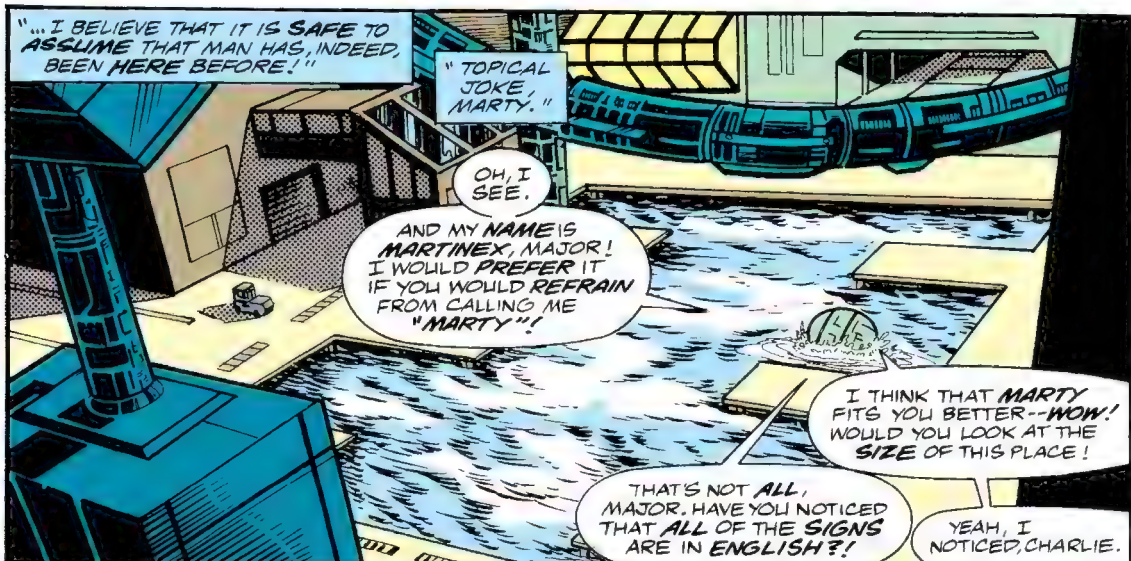
CURIUSER AND CURIUSER!

INDEED!



WELL, GENTLEMEN, WHAT SAY WE GO WHERE **NO MAN HAS GONE BEFORE!**

VANCE, CONSIDERING THE EARTH-LIKE CONDITIONS HERE ...



"... I BELIEVE THAT IT IS **SAFE TO ASSUME** THAT MAN HAS, INDEED, BEEN HERE BEFORE!"

"TOPICAL JOKE, MARTY."

OH, I SEE.

AND MY NAME IS **MARTINEX**, MAJOR! I WOULD PREFER IT IF YOU WOULD REFRAIN FROM CALLING ME "**MARTY**"!

I THINK THAT **MARTY** FITS YOU BETTER--**WOW!** WOULD YOU LOOK AT THE **SIZE** OF THIS PLACE!

THAT'S NOT **ALL**, MAJOR. HAVE YOU NOTICED THAT **ALL** OF THE **SIGNS** ARE IN **ENGLISH?!**

YEAH, I NOTICED, CHARLIE.



ELEVATOR IS OPERATIONAL.

MAKES SENSE. I BELIEVE IT OPERATES ON **MAGNETISM**...

...AS DOES THE REST OF THIS PLACE!

THAT'S WHY IT'S **INVISIBLE TO SENSORS**--MAGNETIC INTERFERENCE!



WHAT DO YOU THINK, **YONDU**? ANY FEELINGS ABOUT THIS PLACE?

NO. IT IS **EMPTY**. IT HAS BEEN WITHOUT PEOPLE FOR TOO LONG A TIME.

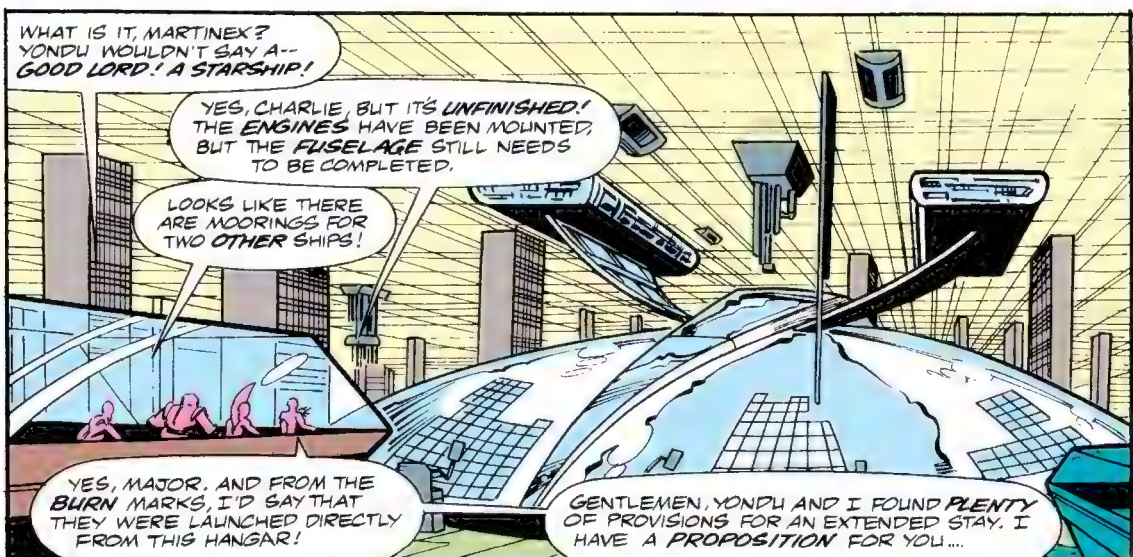


HOO-KAY! NEXT FLOOR, **LADY'S LINGERIE!**

WHAT?!

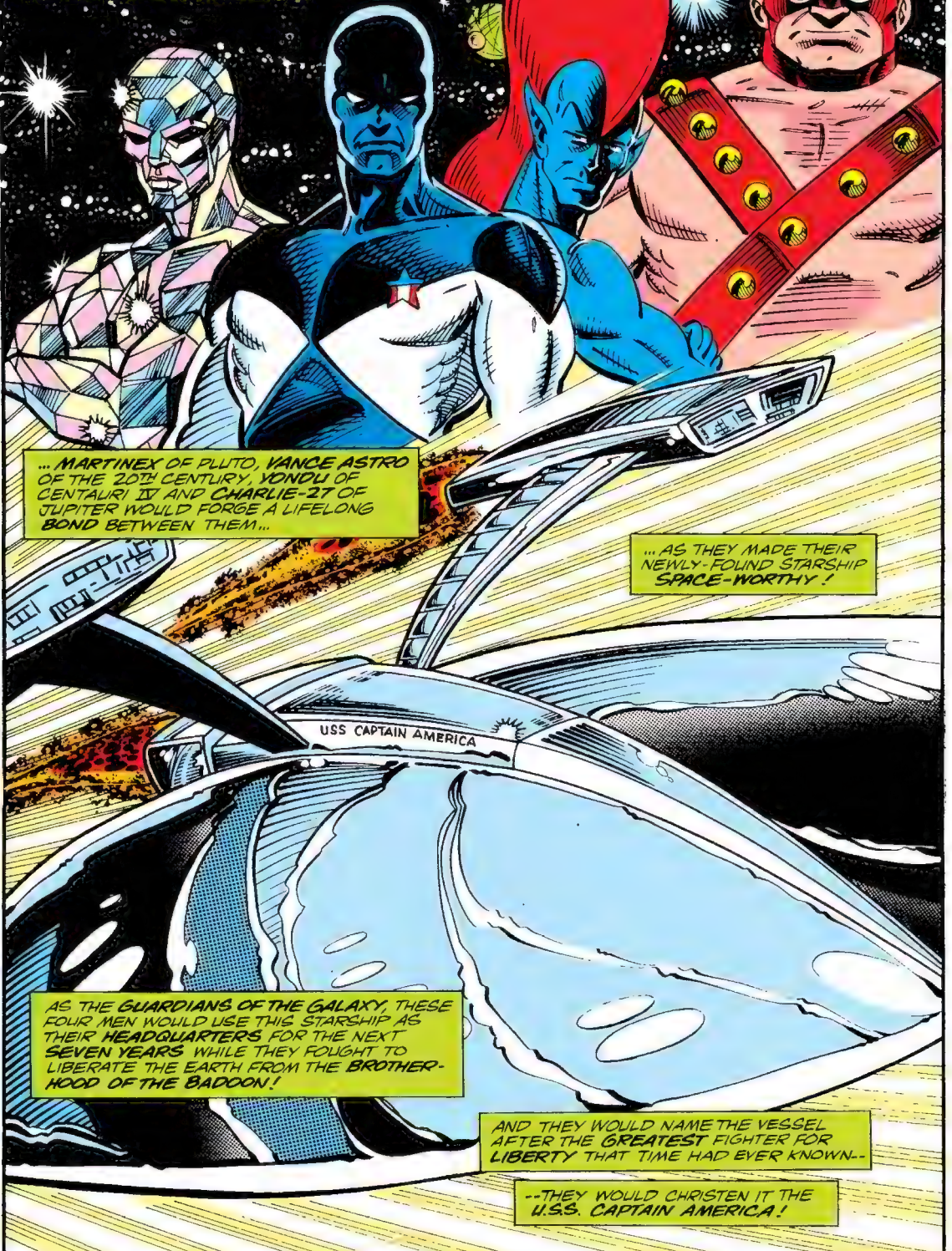
NEVER MIND, **MARTY**! IT'S A JOKE!

LET'S SPLIT UP, CHECK THIS PLACE OUT. MARTY, YOU AND YONDU GO **THAT WAY**. CHARLIE, YOU'RE WITH **ME**!



AND SO, FOR THE NEXT SIX MONTHS, THERE, BENEATH THE GLACIER-COVERED OCEANS OF THE JOVIAN SATELLITE, EUROPA...

...IN A CITY WHOSE ORIGIN HAD BEEN LOST TO TIME*



... MARTINEX OF PLUTO, VANCE ASTRO OF THE 20TH CENTURY, YONDRI OF CENTAURI IV AND CHARLIE-27 OF JUPITER WOULD FORGE A LIFELONG BOND BETWEEN THEM...

... AS THEY MADE THEIR NEWLY-FOUND STARSHIP SPACE-WORTHY!

AS THE GUARDIANS OF THE GALAXY, THESE FOUR MEN WOULD USE THIS STARSHIP AS THEIR HEADQUARTERS FOR THE NEXT SEVEN YEARS WHILE THEY FOUGHT TO LIBERATE THE EARTH FROM THE BROTHERHOOD OF THE BADDOON!

AND THEY WOULD NAME THE VESSEL AFTER THE GREATEST FIGHTER FOR LIBERTY THAT TIME HAD EVER KNOWN--

--THEY WOULD CHRISTEN IT THE U.S.S. CAPTAIN AMERICA!

* THE GUARDIANS WOULD FINALLY LEARN THE CITY'S ORIGIN IN GOTG #6.-- CRAIG.

END.

WE MUST GET TO THE CHILD
BEFORE THE POWER CAN FULLY
MANIFEST ITSELF.



AND WHAT
IF WE CAN'T,
HAWK?

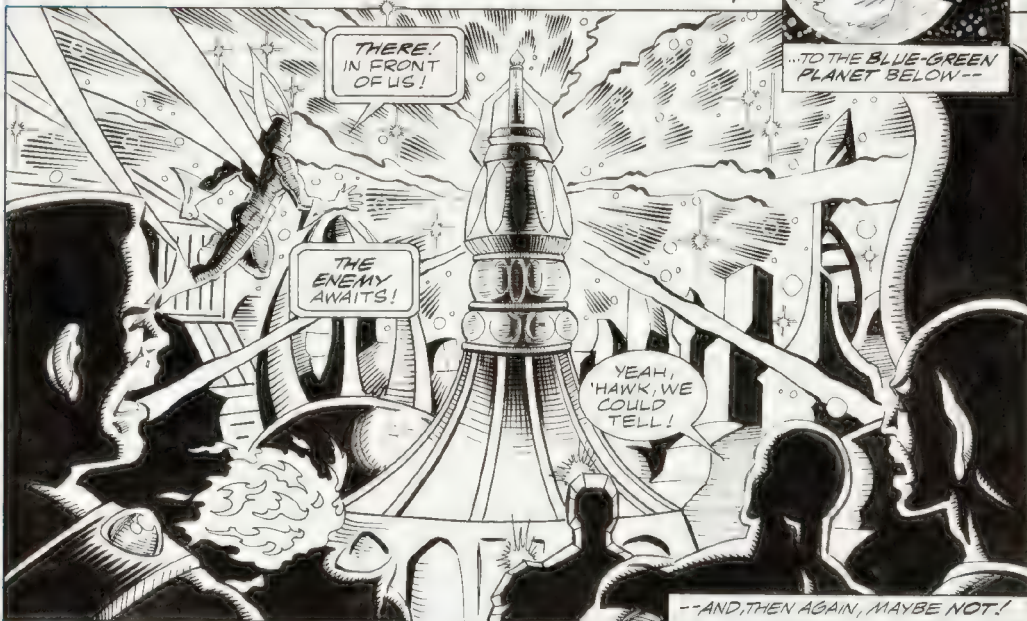
YES, WHAT IF
WE DON'T MAKE
IT IN TIME?!

THEN WE CAN
DO LITTLE ELSE
BUT PRAY, MY
FRIENDS.

OH, GREAT!
NOW THAT JUST
FILLS ME UP WITH
CONFIDENCE!

--AS THE ONE-WHO-
KNOWS SENDS A
SILENT
SUMMONS...

BUT, PERHAPS,
CHARLIE-27 MIGHT BE
SLIGHTLY MORE REASSURED
WERE HE TO NOTICE THE PRE-
CAUTIONARY MEASURE
STARHAWK HAS TAKEN--



THERE!
IN FRONT
OF US!

THE
ENEMY
AWAITS!

YEAH,
HAWK, WE
COULD
TELL!

...TO THE BLUE-GREEN
PLANET BELOW--

--AND, THEN AGAIN, MAYBE NOT!

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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

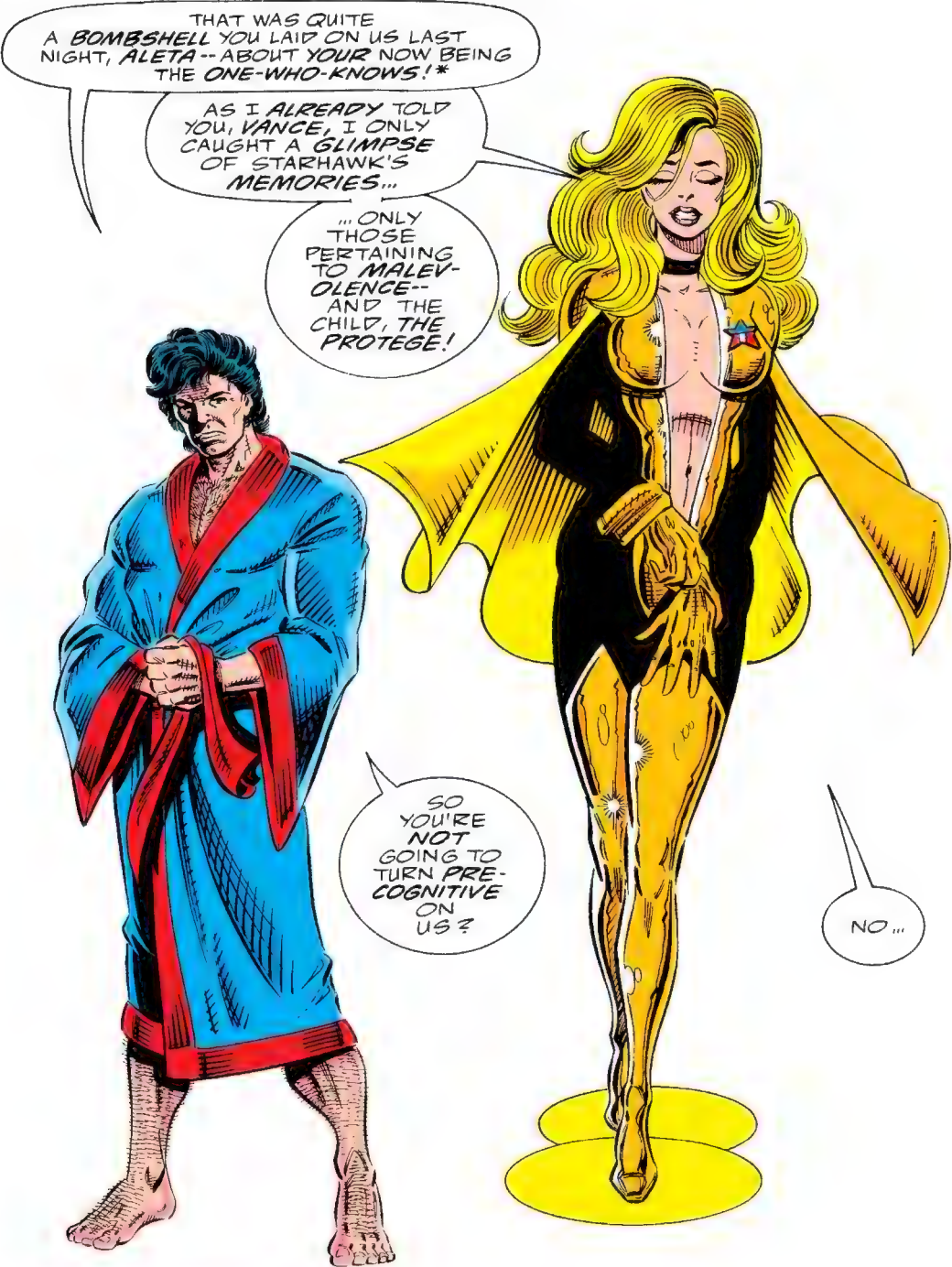
GUARDIANS OF THE GALAXY

BEWARE...

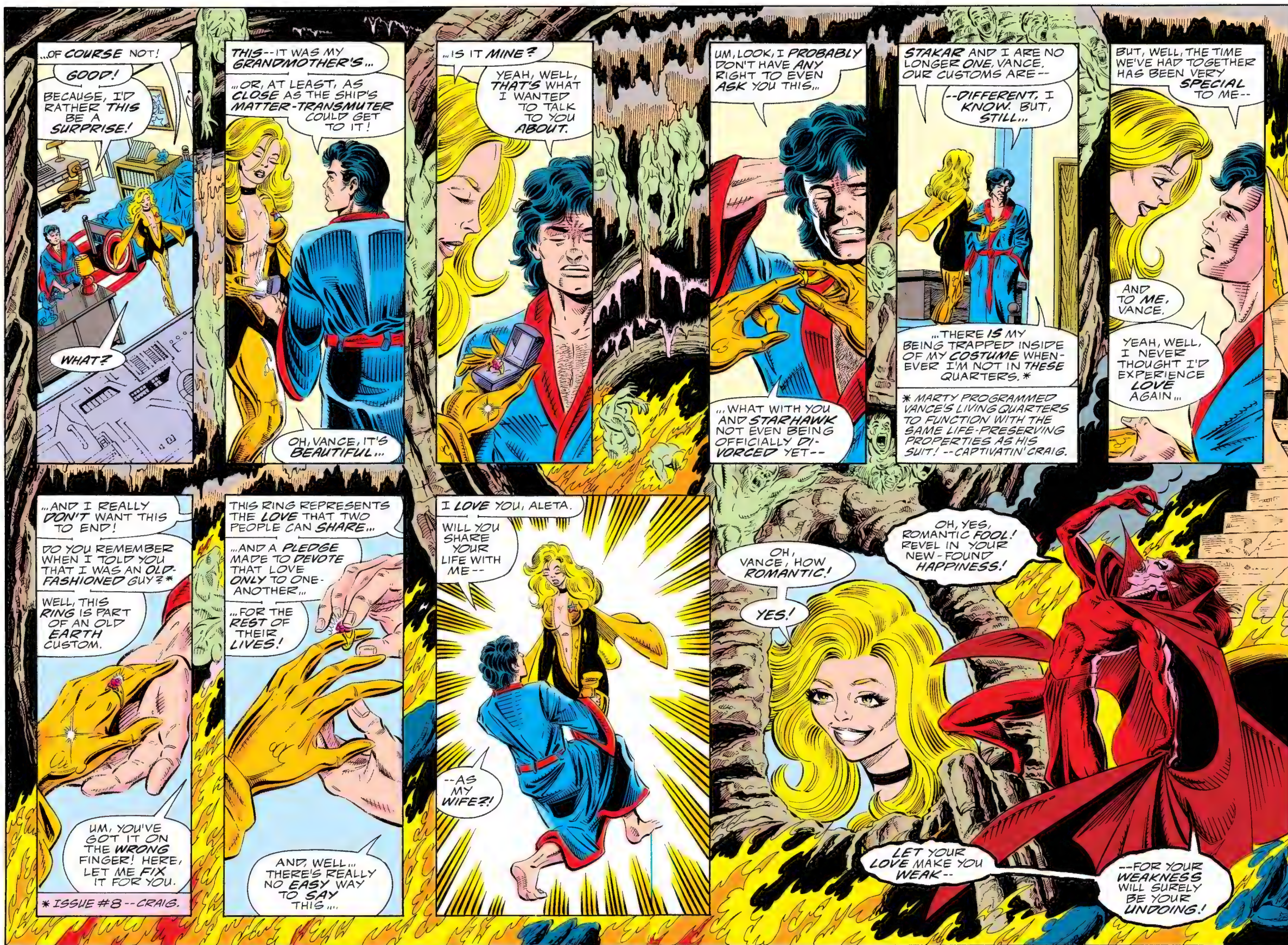


VALENTINO
STARLIN

CHARLIE 271 MARTINEX! NIKKII VANCE ASTROI YONDUI ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION— TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!



* LAST ISH-- CRAIG.



...OF COURSE NOT!

GOOD!

BECAUSE, I'D
RATHER THIS
BE A
SURPRISE!

WHAT?

THIS--IT WAS MY
GRANDMOTHER'S...

...OR, AT LEAST, AS
CLOSE AS THE SHIP'S
MATTER-TRANSMUTER
COULD GET
TO IT!

OH, VANCE, IT'S
BEAUTIFUL...

...IS IT MINE?

YEAH, WELL,
THAT'S WHAT
I WANTED
TO TALK
TO YOU
ABOUT.

UM, LOOK, I PROBABLY
DON'T HAVE ANY
RIGHT TO EVEN
ASK YOU THIS...

...WHAT WITH YOU
AND STARHAWK
NOT EVEN BEING
OFFICIALLY DI-
VORCED YET--

STAKAR AND I ARE NO
LONGER ONE, VANCE.
OUR CUSTOMS ARE--

--DIFFERENT, I
KNOW. BUT,
STILL...

...THERE IS MY
BEING TRAPPED INSIDE
OF MY COSTUME WHEN-
EVER I'M NOT IN THESE
QUARTERS.*

* MARTY PROGRAMMED
VANCE'S LIVING QUARTERS
TO FUNCTION WITH THE
SAME LIFE-PRESERVING
PROPERTIES AS HIS
SUIT! --CAPTIVATIN' CRAIG.

BUT, WELL, THE TIME
WE'VE HAD TOGETHER
HAS BEEN VERY
SPECIAL
TO ME--

AND
TO ME,
VANCE.

YEAH, WELL,
I NEVER
THOUGHT I'D
EXPERIENCE
LOVE
AGAIN...

...AND I REALLY
DON'T WANT THIS
TO END!

DO YOU REMEMBER
WHEN I TOLD YOU
THAT I WAS AN OLD-
FASHIONED GUY?*

WELL, THIS
RING IS PART
OF AN OLD
EARTH
CUSTOM.

UM, YOU'VE
GOT IT ON
THE WRONG
FINGER! HERE,
LET ME FIX
IT FOR YOU.

* ISSUE #8 -- CRAIG.

THIS RING REPRESENTS
THE LOVE THAT TWO
PEOPLE CAN SHARE...

...AND A PLEDGE
MADE TO DEVOTE
THAT LOVE
ONLY TO ONE--
ANOTHER...

...FOR THE
REST OF
THEIR
LIVES!

AND, WELL...
THERE'S REALLY
NO EASY WAY
TO SAY
THIS...

I LOVE YOU, ALETA.

WILL YOU
SHARE
YOUR
LIFE WITH
ME--

--AS
MY
WIFE?!

OH,
VANCE, HOW
ROMANTIC!

YES!

OH, YES,
ROMANTIC FOOL!
REVEL IN YOUR
NEW-FOUND
HAPPINESS!

LET YOUR
LOVE MAKE YOU
WEAK--

--FOR YOUR
WEAKNESS
WILL SURELY
BE YOUR
UNDOING!

AT LONG LAST,
THE TAPESTRY WEAVES
TO MY DESIGN!

AND THIS
TIME, THE CHILD'S
SWEET-TASTING
SOUL SHALL BE
MINE TO
SAVOR!

FOR THIS
TIME I HAVE
MANIPULATED
SHE-WHO-
WOULD-
BE-THE-MATRIARCH
LIKE A PUPPET
ON A STRING!

WHO BUT
MEPHISTO COULD
HAVE REACHED BACK
THROUGH TIME ITSELF TO
CAUSE THE PREMATURE
SPLITTING OF ALETA
AND THE ONE-WHO-
KNOWS...*

...THUS, IRREVOCABLY ALTERING THIS
REALITY FROM ANY OTHER THAT HAD
COME BEFORE IT!

WHO BUT MEPHISTO COULD
HAVE TURNED THE WOMAN'S
NATURAL PAIN AND ANGER
OVER THE LOSS OF HER
CHILDREN INTO AN UN-
REASONING HATRED FOR
HER FORMER MATE?!

EVEN WHEN
SHE KNEW, IN HER
HEART, THAT HE WAS
NOT RESPONSIBLE
FOR THEIR
DEATHS!*

* ISSUE #3 -- CRAIG.

* MARVEL PRESENTS
#12 -- CRAIG.

WHO BUT MEPHISTO COULD HAVE MADE CERTAIN
THAT FORCE CAME INTO POSSESSION OF A
SECOND BOOK OF ANTAG...

...IN THE HOPE THAT
THEY WOULD DESTROY
THE GUARDIANS IN
BATTLE FOR THE
SHIELD!*

BUT,
THEY WERE
NOT EQUAL
TO THE
TASK...

...AND,
THUS,
THEY
FAILED!

THOUGH, IF TRUTH BE TOLD, EVEN I
HAVE HAD MY SHARE OF SETBACKS
VISITED UPON ME IN THIS AFFAIR --

--FOR DID NOT
MY DAUGHTER,
MALEVOENCE,
ARRIVE TOO
SOON...

...AS THE
CHILD WAS
NOT YET
AMONG THE
GUARDIANS?*

* ISSUES #5 AND 6 -- BIG C.

* ISSUE #7 -- KEEPIN' TRACK-ANDERSON.

BUT DESPITE MY SMALL... MISCALCULATIONS, I REMAINED UNDAUNTED!

I INSTRUCTED MY EVER-FAITHFUL PROGENY TO ENLIST THE AID OF FORCE...*

...WHILE I ARRANGED FOR THE STARK TO ATTACK FIRELORD IN THE TILNAST SYSTEM--**

I MERELY SET IN MOTION AN ALTERNATE PLAN!

--THE SOLE PURPOSE OF WHICH, UNKNOWN TO ANY OF THEM, WAS TO LURE THE GUARDIANS THERE!

*ISSUE #9 AND **ISSUE #12--FOOTNOTE-HAPPY CRAIG.

THEN, UPON THEIR ARRIVAL, I SUBTLY ALERTED THE SPIRIT OF VENGEANCE TO THEIR PRESENCE!

AND THEN, BY IMPERCEPTIBLY AUGMENTING THAT MINOR DEMON'S POWER WITH MY OWN...

...I WAS ABLE TO ROB THE ONE-WHO-KNOWS NOT ONLY OF HIS AWESOME POWERS--

--BUT ALSO OF HIS VAUNTED MEMORY!*

THUS IT WAS THAT HE, WHO HAD ONCE BEEN MY GREATEST OBSTACLE IN THIS CAMPAIGN, BECAME MY SECRET WEAPON!

*ISSUE #13--CRAIG.

AND SO, THE GAME NOW TRULY BEGINS!

WOULD THAT I COULD TAKE A MORE ACTIVE ROLE IN IT...

...BUT, ALAS, I CAN NOT--

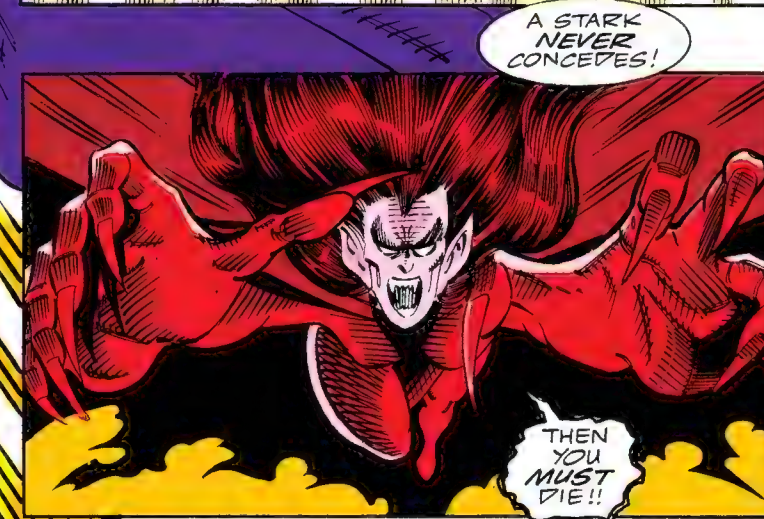
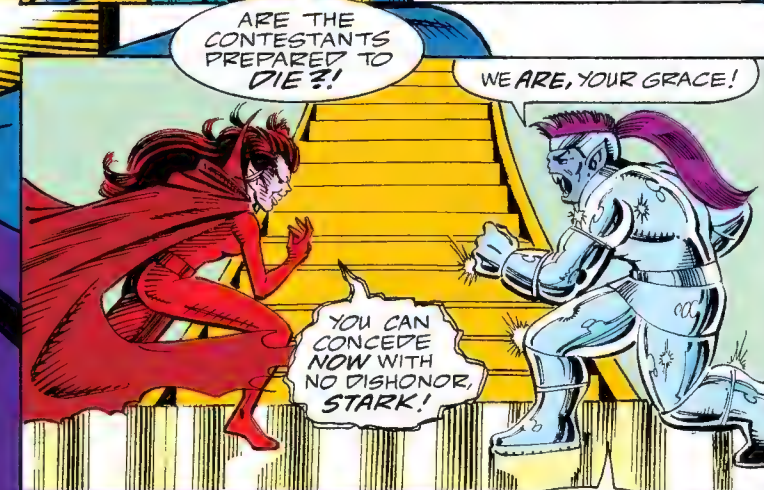
--LEST THE CHILD GAIN MY CONSIDERABLE POWER AS WELL!

NO, I MUST WATCH AND WAIT AND BE CONFIDENT...

...THAT THIS TIME THE GUARDIANS OF THE GALAXY WILL BE DESTROYED!

AND THIS TIME MALEVOLENCE SHALL DELIVER UNTO ME...

THE POWER OF THE PROTEGE



STAN LEE PRESENTS:

INKED BY OUR BOY-- STEVE MONTANO! LETTERED BY OUR ACE-- PHIL FELIX! COLORED BY OUR GAL-- EVELYN STEIN!

EDITED BY OUR BOSS-- CRAIG ANDERSON! CHIEFED BY OUR HERO-- TOM DEFALCO! THE MESS BY OUR PINHEAD-- JIM VALENTINO!



EAT REPULSORS,
CRIMSON
WITCH!

FA-
WHOOM!

THE STARK
FIGHTS WELL,
MOST HOLY--
AS IS THE
CUSTOM
OF THEIR
RACE!

I DO
NOT
LIKE HER,
JILTRIN!

YOU
FAVOR
THE RED
ONE,
THEN,
PROTEGE
?



AH, I SEE YOU DO NOT INTEND TO MAKE THIS TOO EASY!

STARK
NEVER
DIE
EASILY!



DO YOU SEE, MY
HIGH ADVISER?
I HAVE ALREADY
LEARNED HOW TO
MAKE HER
FIRE!

YES, YOU
HAVE LEARNED
MANY POWERS
SINCE THE
CONTEST BEGAN,
LORD!

WASN'T
THAT ONE
OF THE
PURPOSES
OF THIS
CONTEST--

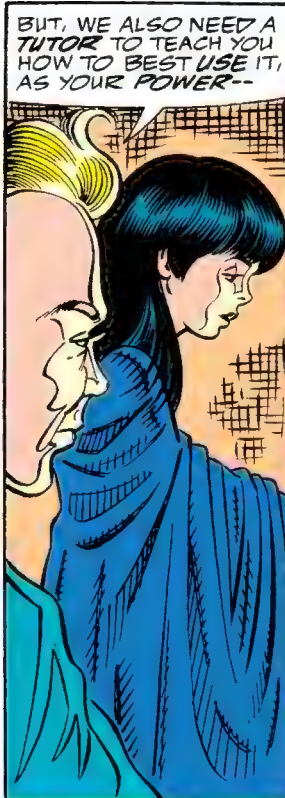
--TO
INCREASE
MY
POWER?!

YES, YES
IT WAS, MOST
HOLY.

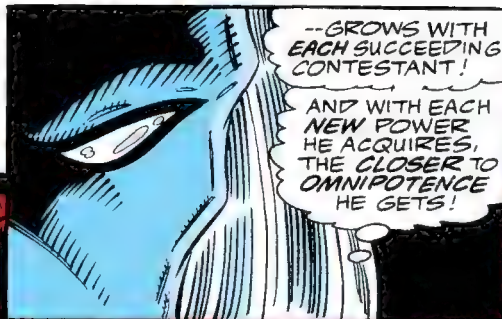


NO, I
SUPPOSE
THEY
DON'T!

KA-
RACK!

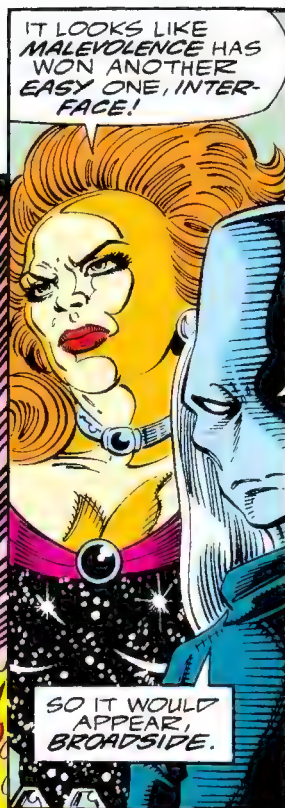


BUT, WE ALSO NEED A TUTOR TO TEACH YOU HOW TO BEST USE IT, AS YOUR POWER--



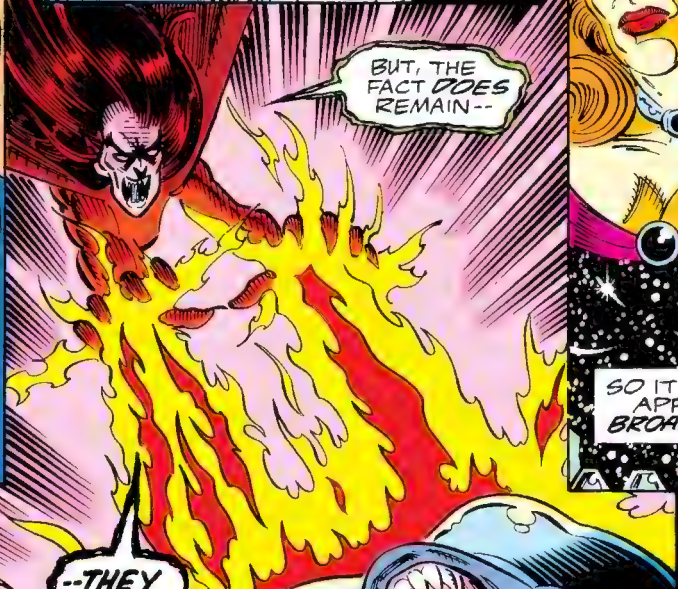
--GROWS WITH EACH SUCCEEDING CONTESTANT!

AND WITH EACH NEW POWER HE ACQUIRES, THE CLOSER TO OMNIPOTENCE HE GETS!



IT LOOKS LIKE MALEVOLENCE HAS WON ANOTHER EASY ONE, INTER-FACE!

SO IT WOULD APPEAR, BROADSIDE.



BUT, THE FACT DOES REMAIN--

--THEY DO DIE!



WHEN ARE WE GOING TO MAKE OUR MOVE AND GET OUT OF HERE, INTERFACE?

WE ARE NOT, EIGHTY-FIVE!

YAAAA!!!

WE DARE NOT DISPLAY OUR OWN POWERS IN THE CHILD'S PRESENCE...

...LEST HE ASSIMILATE THEM AS WELL, THUS GROWING EVEN MORE POWERFUL THAN HE ALREADY IS!



YOU SEEM TO KNOW AN AWFUL LOT ABOUT ALL OF THIS, INTER-FACE!

YES, YOU EVEN SAID THAT YOU'VE BEEN HERE BEFORE--*

--TELL US WHAT YOU KNOW!

YES, I BELIEVE I SHOULD!

* LAST 1SH-- CRAIG.

"IT BEGAN *MANY* YEARS AGO ON MY HOME WORLD, ULOC.

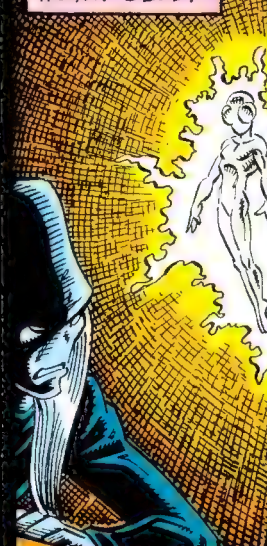


"OUR PLANET WAS APPROACHED BY THE UNIVERSAL CHURCH OF TRUTH'S ARMADA,

"THEY CLAIMED TO SEEK OUR SPIRITUAL SALVATION THROUGH THE GIFT OF WORLD PEACE.

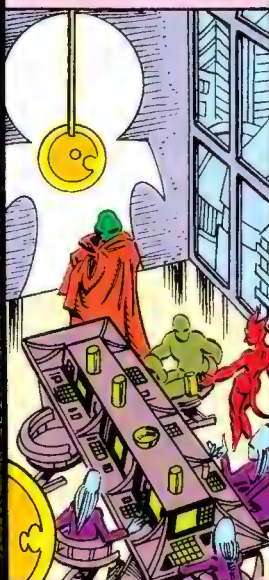
"AND THERE I WOULD HAVE REMAINED"

"...HAD NOT A STRANGE APPARITION APPEARED IN MY CELL!



"IT NEVER SPOKE A WORD, AND I HAVE YET TO ASCERTAIN ITS TRUE PURPOSE OR ORIGIN!

"A COUNCIL OF ULOC ELDERS, MYSELF AMONG THEM, MET WITH THE CHURCH'S LEADERS.



"WE ATTEMPTED TO CONVINCE THEM THAT WE HAD OBTAINED WORLD PEACE CENTURIES BEFORE THEIR ARRIVAL!

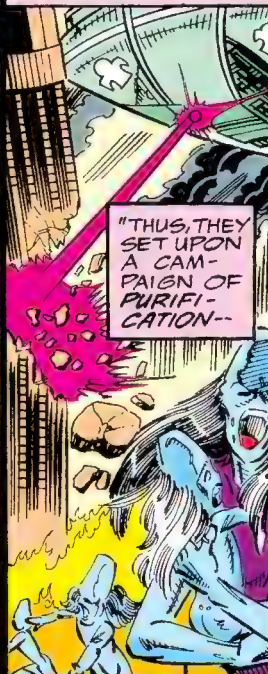
"BUT, WITH A WAVE OF ITS HAND, A POWER WAS FOUND WITHIN ME--

"--THE ABILITY TO TRANSMUTATE ANY ONE ELEMENT INTO ANY OTHER.



"WHETHER THIS POWER WAS ALWAYS MINE, I CANNOT SAY..."

"BUT, THEIR RESPONSE WAS THAT TRUE PEACE COULD ONLY BE FOUND IN THEIR DOCTRINE!



"THUS, THEY SET UPON A CAMPAIGN OF PURIFICATION--

"--AND DECIMATED OUR WORLD!

"...BUT, WITH THE CREATURE'S AID I ESCAPED HOME-WORLD..."

"...AND WENT ON TO FOUND FORCE!



"OVER THE YEARS I CAME TO CALL THE CREATURE TACHYON!"

"THOSE FEW OF US WHO WERE IN THE DELEGATION ESCAPED THE GENOCIDE..."



"...AND WERE PROMPTLY PLACED INTO SLAVERY!

"OUR GREAT INTELLECTS WERE USED TO PROGRAM THE CHURCH'S VAST COMPUTER NETWORK.

I FAIL TO UNDERSTAND YOUR MOTIVATION HERE, INTERFACE.

YOUR WORLD WAS DESTROYED--YOU WERE BOUND INTO SLAVERY--

-- AND YET YOU FOUNDED A BAND OF THIEVES?!



DIDN'T YOUR VERY SOUL SCREAM FOR REVENGE?!



I CANNOT EXPECT YOU TO UNDERSTAND, EIGHTY-FIVE. YOURS IS THE HEART OF A KREE WARRIOR--

--MINE IS NOT! MY PEOPLE ARE--

HEY, GUYS, LISTEN UP!



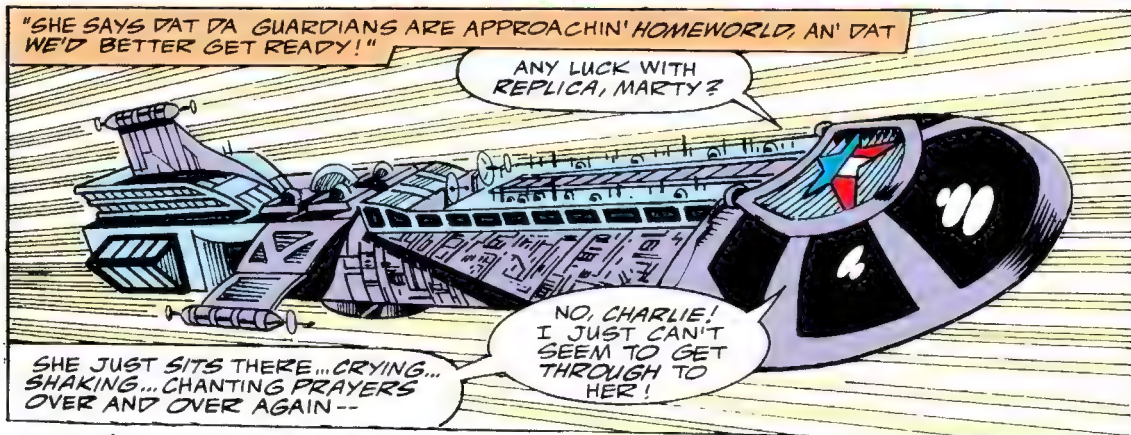
I JUST GOT DONE TALKIN' TO MALEVOLENCE B'TWEEN ROUNDS.

DO TELL, BRAHL? AND HAS SHE LET YOU OFF OF HER LEASH?

YER ONLY JEALOUS 'CAUSE I'M DA LEADER O' FORCE NOW, INNERFACE.

ARE YOU?

YEAH, SO SHADDAP AN' LISTEN!

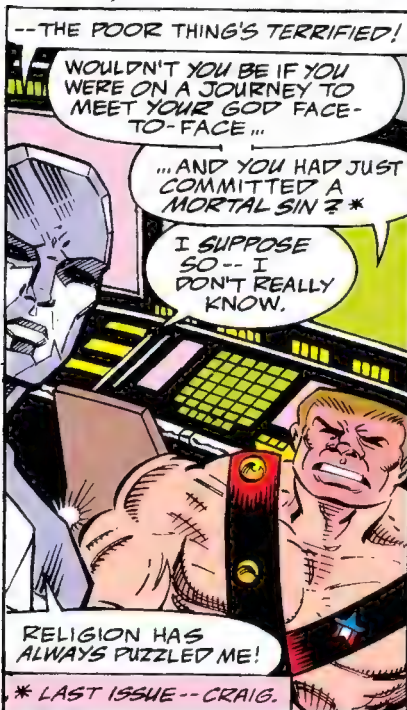


"SHE SAYS DAT DA GUARDIANS ARE APPROACHIN' HOMEWORLD, AN' DAT WE'D BETTER GET READY!"

ANY LUCK WITH REPLICA, MARTY?

NO, CHARLIE! I JUST CAN'T SEEM TO GET THROUGH TO HER!

SHE JUST SITS THERE...CRYING...SHAKING...CHANTING PRAYERS OVER AND OVER AGAIN--



--THE POOR THING'S TERRIFIED!

WOULDN'T YOU BE IF YOU WERE ON A JOURNEY TO MEET YOUR GOD FACE-TO-FACE ...

...AND YOU HAD JUST COMMITTED A MORTAL SIN ? *

I SUPPOSE SO-- I DON'T REALLY KNOW.

RELIGION HAS ALWAYS PUZZLED ME!

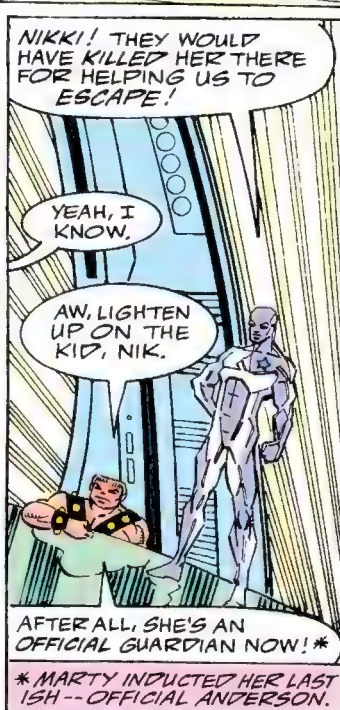
* LAST ISSUE -- CRAIG.



"YEAH, ME TOO. MAYBE WE SHOULD ASK YONDU ABOUT--"

WELL, IF YOU ASK ME...

...I SAY WE SHOULD HAVE LEFT THE LITTLE WITCH ON SARKAS!



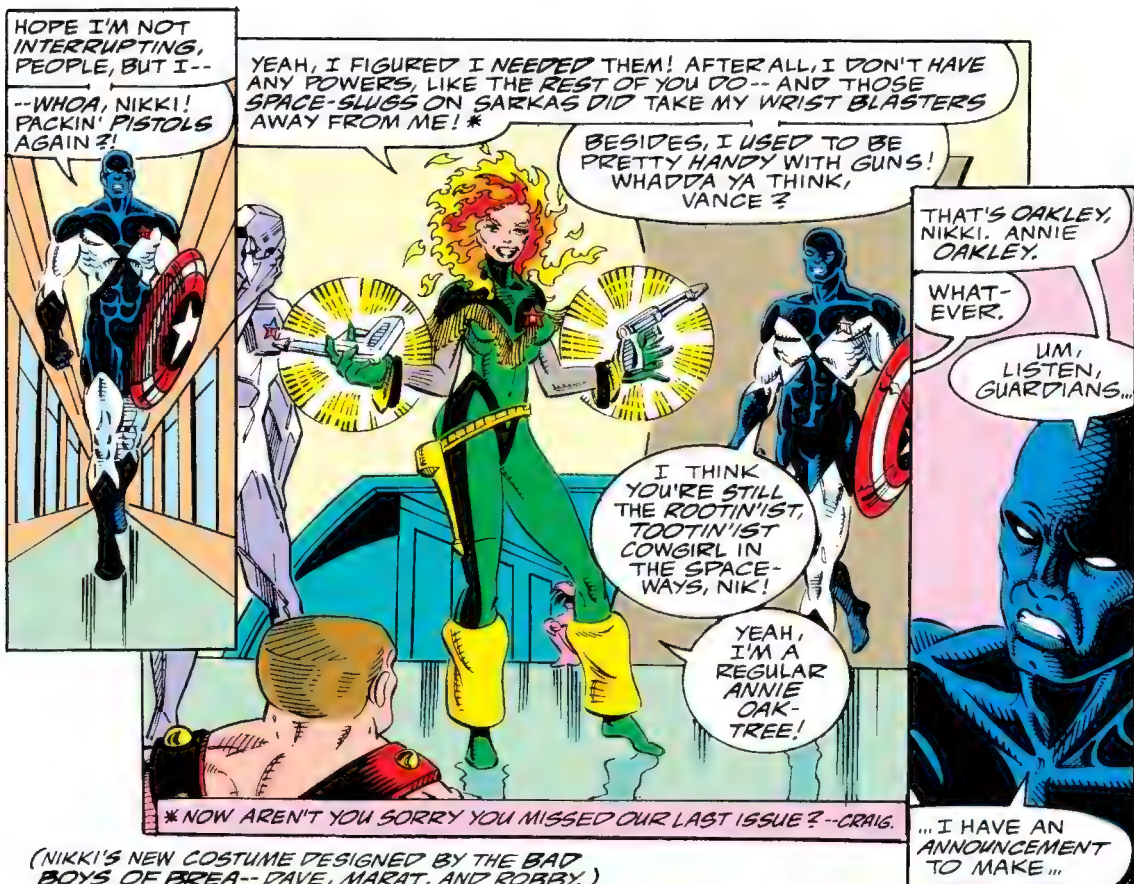
NIKKI! THEY WOULD HAVE KILLED HER THERE FOR HELPING US TO ESCAPE!

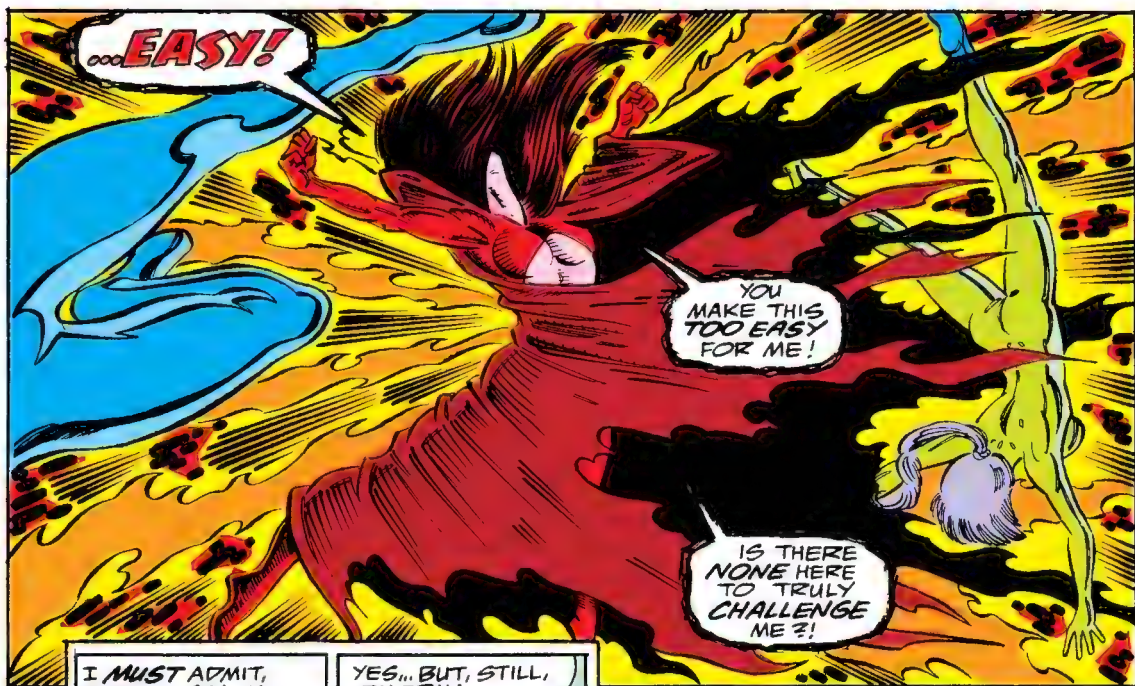
YEAH, I KNOW.

AW, LIGHTEN UP ON THE KID, NIK.

AFTER ALL, SHE'S AN OFFICIAL GUARDIAN NOW! *

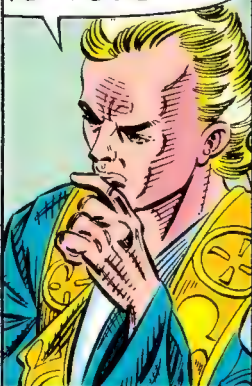
* MARTY INDUCTED HER LAST ISH -- OFFICIAL ANDERSON.



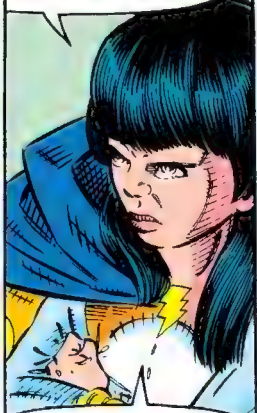


I MUST ADMIT, SIRE, I AM IMPRESSED BY HER!

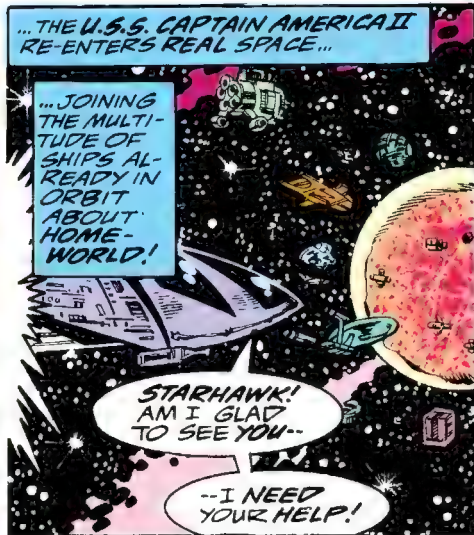
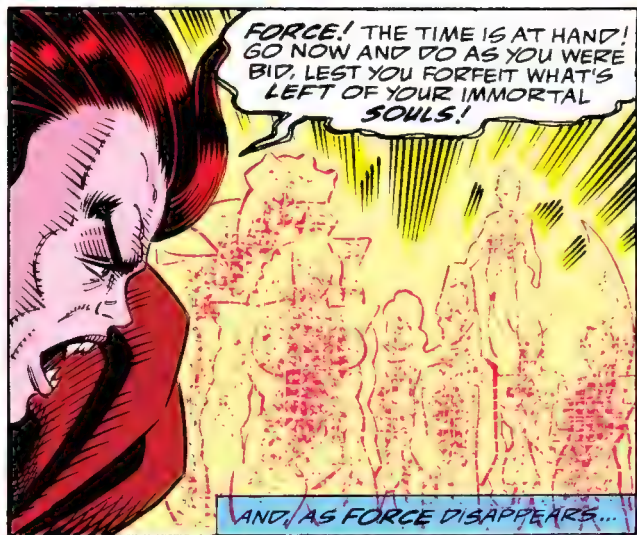
HER CONFIDENCE--
HER POWER--



YES... BUT, STILL, JILTRIN...



...THERE IS SOMETHING ABOUT HER...





I NEED AS MUCH INFORMATION ABOUT THE SITUATION HERE AS YOU CAN GIVE ME!

JUST WHAT, EXACTLY, ARE WE GETTING INTO HERE?

I AM SORRY, MARTINEX...

...BUT, I CAN TELL YOU NOTHING!

ALL RIGHT, THAT TEARS IT! I AM SICK AND TIRED OF YOUR REFUSAL TO--

I REALIZE THAT ALL OF YOU--ALL OF US-- HAVE PLENTY TO DISTRUST STAKAR ABOUT...

...BUT, THIS TIME HE IS NOT BEING CRYPTIC!

CHARLES, WAIT!

HE TRULY HAS NO KNOWLEDGE TO SHARE WITH US!

THE SPIRIT OF VENGEANCE'S ATTACK ROBBED HIM OF ALL OF HIS MEMORIES--*

*IT HAPPENED IN ISSUE #13--CRAIG.

--HE IS NO LONGER THE ONE-WHO-KNOWS!

GREAT!

THEN I HAVE NO CHOICE!

REPLICA? I KNOW THAT THIS IS ALL TRAUMATIC FOR YOU, HONEY, BUT WE--I NEED YOUR HELP!

WE CAN'T GO IN THERE BLIND, HONEY. WE'VE GOT TO KNOW WHAT WE'RE UP AGAINST HERE.

ANYTHING YOU CAN TELL US ABOUT THIS CHILD, THIS "PROTEGE", ANYTHING AT ALL, CAN ONLY HELP US!

YOU HAVE NO HOPE, GUARDIAN!

PLEASE, REP, I KNOW THAT THIS IS HARD FOR YOU-- BUT YOU'RE OUR ONLY HOPE LEFT!

WHA--?!



NO! HE IS NOT AMONG THEM!

--KILL DA
BLONDE!!

I **MUST**
FIND THE
WARRIOR!

NOPE. (MMPH!) I DON'T
KNOW ANY OTHERS
QUITE LIKE YOU!

"WELL, NOW ISN'T THAT A (URRKK!) SWEET THING TO SAY !?!"

AND WHAT, PRAY TELL, DO WE HAVE HERE ?!

A NEW GUARDIAN OF THE GALAXY?

IS IT ME YOU SEEK, PHOTON?

YOU KNOW IT IS, WARRIOR.

AH! I SEE YOU HAVE YOUR KHACTA DRAWN--

--DOES THIS MEAN THAT YOU INTEND TO BATTLE ME THIS TIME?

YES. BUT FIRST I WOULD KNOW WHY!

WHY DID YOU BREAK THE CIRCLE OF LIFE?

I OWE YOU NO EXPLANATIONS!

I OWE YOU NOTHING!

YOU HAVE TAKEN AWAY MY SOUL, WOMAN--

--YOU OWE ME EVERYTHING!

VERY WELL, WARRIOR, I WILL TELL YOU, BUT ONLY BECAUSE IT WILL AMUSE ME TO DO SO!

"I WAS BORN WITH THE FIRE IN MY EYES..."

"...FIRE WHICH STRUCK FEAR IN THE ELDERS OF MY TRIBE..."

SHE IS A KAVKOV-- A DEMON!

"...AND CAUSED THEM TO CURSE ME AS AN ABERRATION!"

"THEY WANTED TO KILL ME TO APPEASE ANTHOS..."

"...BUT, MY FATHER, A STRONG AND FIERCE WARRIOR, WOULD NOT HEAR OF IT!

"MY MOTHER, AGAINST ALL THAT SHE HAD BEEN TAUGHT, TOOK ME INTO THE GREAT FOREST FOR REFUGE..."

"...BUT LIFE IN THE TREES WAS TOO ALIEN FOR A LIFE-LONG CAVE DWELLER..."

"BARELY OUT OF HER POUCH,* I WAS STILL MUCH TOO YOUNG TO FORAGE FOR MYSELF..."

"...AND THERE I, TOO, WOULD HAVE DIED..."

"HE BOUGHT MY MOTHER'S AND MY ESCAPE WITH HIS LIFE!"

"...AND, BEFORE A FULL TURN OF THE SEASONS HAD BEEN MADE, SHE TOOK ILL--AND DIED!"

* THE CENTAURIANS ARE A RACE OF MARSUPIALS-- EDUCATIONAL ANDERSON.

"...WERE IT NOT FOR THE
ARRIVAL OF INTERFACE!"

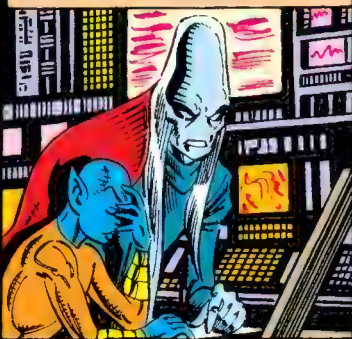
"HE TOOK ME AWAY
FROM CENTAURI II..."



"...AND MADE ME HIS NEW
DAUGHTER, TO REPLACE THE
ONE HE HAD LOST TO THE
UNIVERSALITES!"

"AS I GREW, HE TAUGHT
ME MANY THINGS..."

"...NOT THE LEAST OF WHICH
WAS THE FACT THAT RE-
LIGION HAD TORN US BOTH
FROM OUR FAMILIES!"



"THUS, I REJECTED THE
CIRCLE OF LIFE AND
CLOSED MY HEART TO IT..."

"...AND WHEN I
LEARNED THAT THE
BADGON HAD
COMMITTED GENOCIDE
ON CENTAURI II --"

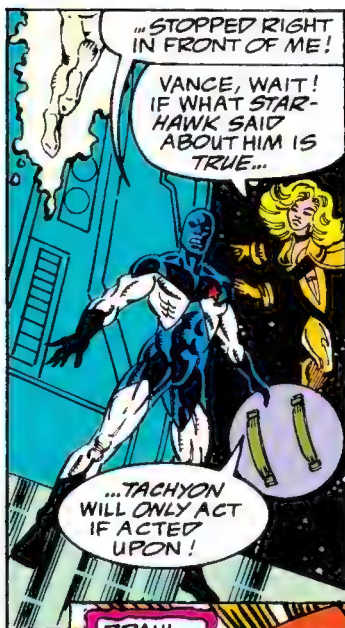
--I RE-
JOICED!

UNTIL I MET
YOU, WARRIOR!
AND THEN MY
REJOICING..."



"...STOPPED RIGHT
IN FRONT OF ME!"

VANCE, WAIT!
IF WHAT STAR-
HAWK SAID
ABOUT HIM IS
TRUE...



...TACHYON
WILL ONLY ACT
IF ACTED
UPON!

AND WHAT IF IT
ISN'T TRUE?

THEN, MY
LOVE...



...YOU WILL
FIND OUT
ALONE!

WHAT?!

FORGIVE ME,
PLEASE,
VANCE...

"BUT
I MUST
GO
NOW!"



ALETA,
WAIT! WHERE
ARE YOU
GOING--?!!

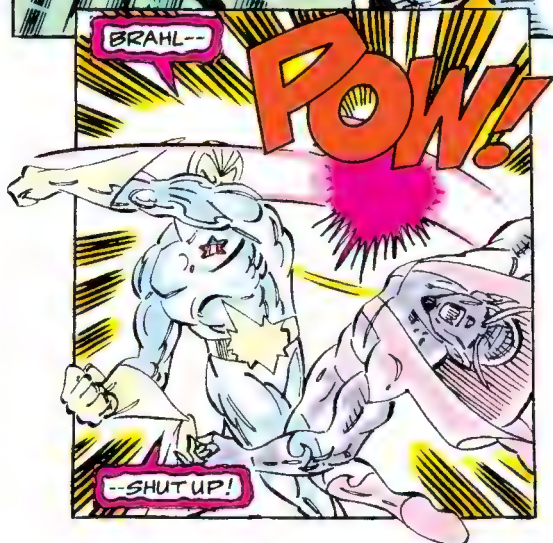
NO! THE
BLONDE HAS
ESCAPED!!

YOU
FOOLS
LET HER
GO!!



BRAHL--

POW!



--SHUT UP!

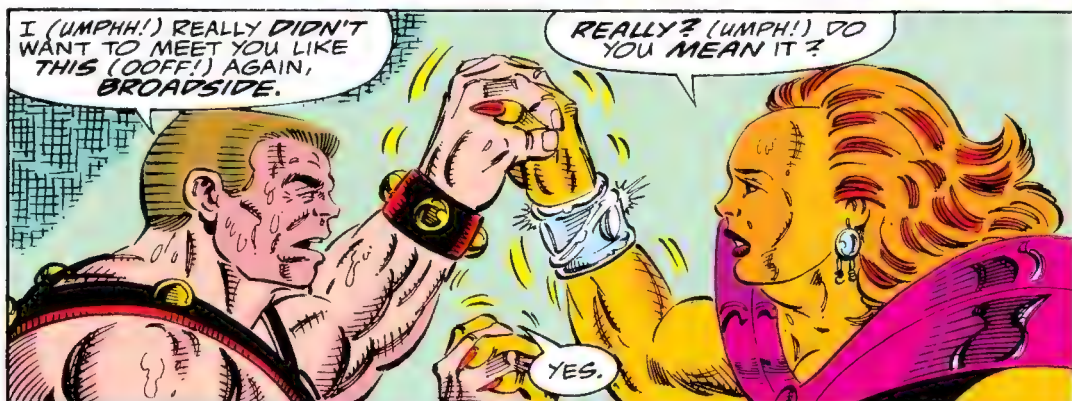
NO! THIS IS NOT A
NEW GUARDIAN, BUT
ONLY A CHILD!

A POOR, FRIGHTENED,
DEFENSELESS CHILD!

TAKE MY SOUL
IF YOU WILL,
MALEVOLENCE--

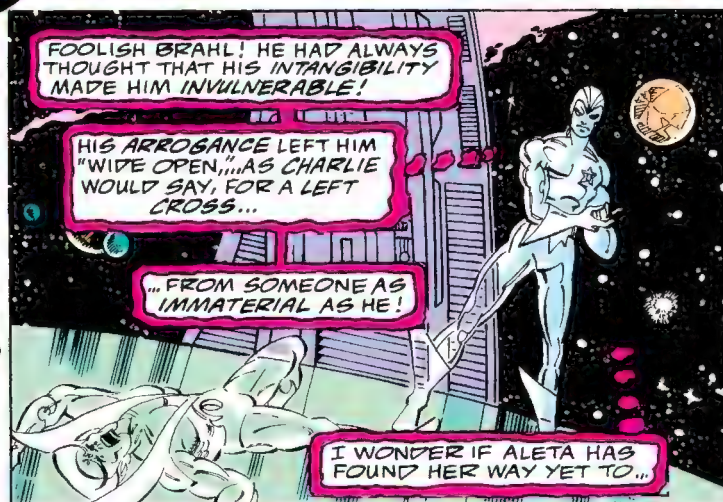
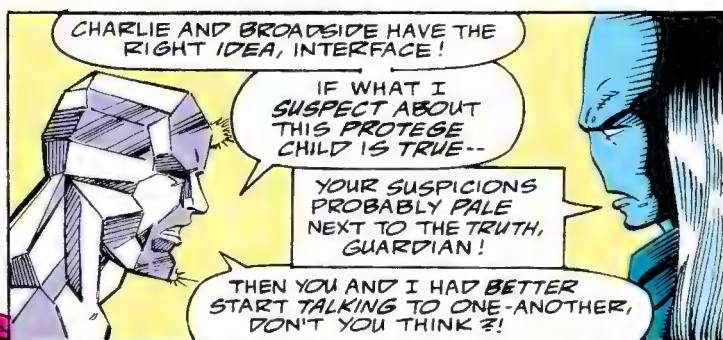


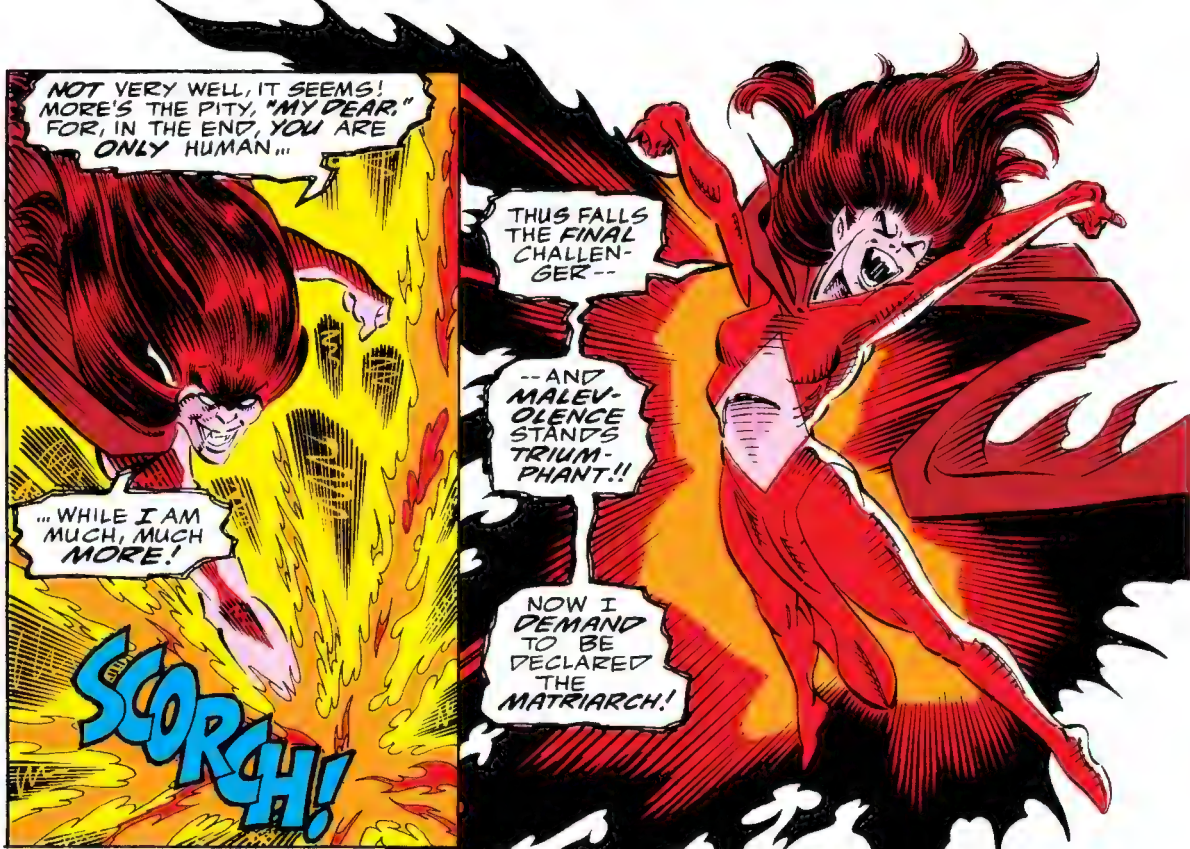
--THE KREE DO
NOT WAGE WAR
ON CHILDREN!





*SEE ISSUE #7--CRAIGMEISTER.





NOT VERY WELL, IT SEEMS!
MORE'S THE PITY, "MY DEAR."
FOR, IN THE END, YOU ARE
ONLY HUMAN...

THUS FALLS
THE FINAL
CHALLENGER--

--AND
MALEV-
OLENCE
STANDS
TRIUM-
PHANT!!

NOW I
DEMAND
TO BE
DECLARED
THE
MATRIARCH!

...WHILE I AM
MUCH, MUCH
MORE!

SCORCH!

YOU ...DEMAND?!

NONE
MAKES
DEMANDS
OF THE
PROTEGE--

DAUGHTER!
DO NOT LOSE
YOUR TEMPER
NOW--

--WE ARE
TOO CLOSE
TO OUR
GOAL!

FORGIVE ME
MY OUTBURST,
MOST HOLY. I
WAS...FLUSHED
WITH THE
MOMENT.

I HUMBLY
REQUEST
YOU DECLARE
ME THE
WINNER...

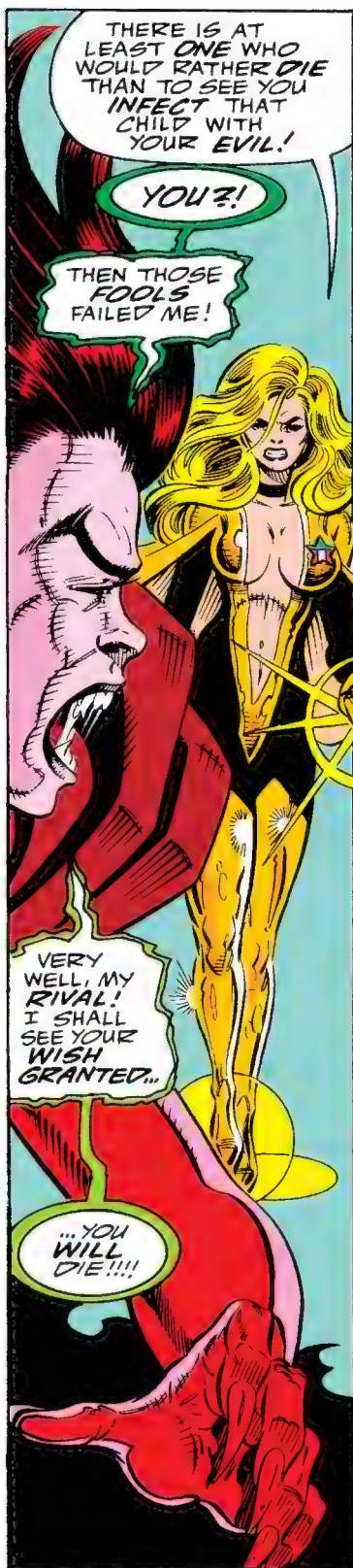
...AS NONE
REMAINS TO
CHALLENGE
ME!

**WRONG,
MALEV-
OLENCE!**

--THE
ONE TRUE
LIVING
GOD!

WHY, YOU--

YES, FATHER.
AS IN ALL
THINGS, YOU
ARE CORRECT!



THERE IS AT LEAST **ONE** WHO WOULD RATHER **DIE** THAN TO SEE YOU **INFECT** THAT CHILD WITH YOUR **EVIL!**

YOU?!

THEN THOSE **FOOLS** FAILED ME!

VERY WELL, MY **RIVAL!** I SHALL SEE YOUR **WISH GRANTED...**

...YOU WILL DIE!!!!



AND NOW, **FLAME-HAIR**, LET **USS** DO **ASSS** YOU **SSUGESSTED**, LET **USS FINISSH** WHAT WE **SSSTARTED--**

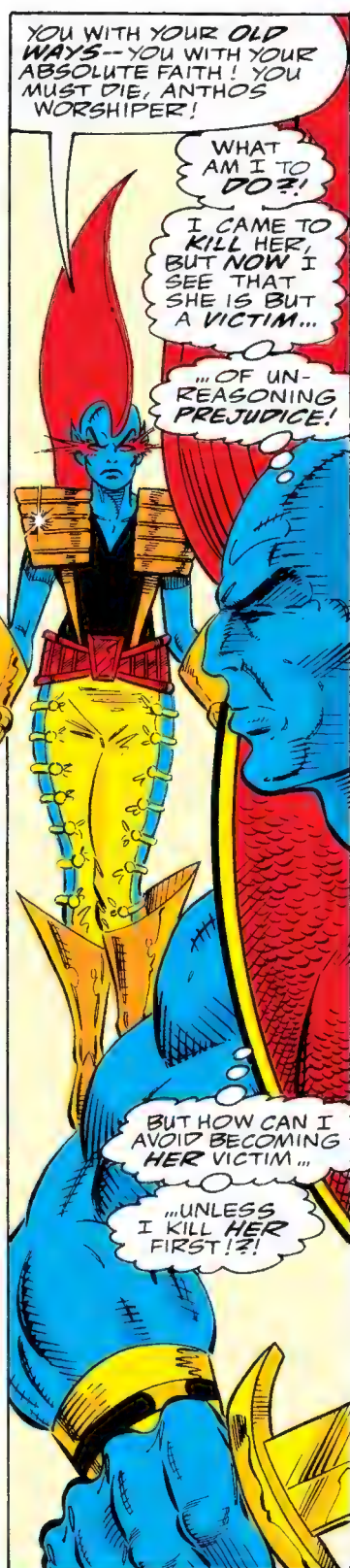
--ONCE AND FOR ALL!



KREE-SCUM! FOR ALL OF THE **CRIMES** YOUR RACE HAS **COM-MITTED--**

--I WILL KILL YOU!!

NO...



YOU WITH YOUR **OLD WAYS--** YOU WITH YOUR **ABSOLUTE FAITH!** YOU MUST **DIE**, **ANTHOS** **WORSHIPER!**

WHAT AM I TO **DO?!**

I CAME TO **KILL** HER, BUT NOW I SEE THAT SHE IS BUT A **VICTIM...**

...OF UN-REASONING PREJUDICE!

BUT HOW CAN I AVOID BECOMING **HER** **VICTIM...**

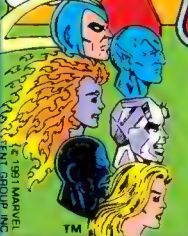
...UNLESS I KILL HER FIRST!?!

NEXT ISSUE: A STORY SO BIG IT TAKES A DOUBLE-SIZED ISSUE TO TELL IT--

"IF ONE OF US SHOULD FALL!"

THE ONLY QUESTION NOW IS, WHICH ONE? BE HERE IN **THIRTY DAYS** AND FIND OUT!

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BY THE
COMICS
CODE
AUTHORITY

GUARDIANS OF THE GALAXY™

AND ONE SHALL

SURELY **DIE!**



GIANT SIZE
BLOCKBUSTER!

CHARLIE 27! MARTINEX! NIKKI! VANCE ASTRO! YONDUI! ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

THE SCENE IS THE BRIDGE OF THE U.S.S. CAPTAIN AMERICA II IN ORBIT OVER HOMEWORLD. THE TIME IS A HEARTBEAT AFTER OUR LAST ISSUE*.

IT IS CALLED BHKTA BY MY PEOPLE. IT DESCRIBES THAT MOMENT WHEN ONE BECOMES AWARE OF AN UNAVOIDABLE DANGER!

IT IS A MOMENT THAT PLAYS ITSELF OUT BEFORE YOUR EYES IN SLOW-MOTION, AS IF TIME ITSELF WERE STANDING STILL!

IT IS DURING THE BHKTA THAT A WARRIOR DECIDES HOW BEST TO DELIVER THE KORO, THE KILLING BLOW, TO HIS OPPONENT!

I AM YONDUI LIDONTA. SHE IS CALLED PHOTON.

WE ARE THE LAST SURVIVORS OF CENTAURI II--

--WE ARE MORTAL ENEMIES!

*WE STRONGLY RECOMMEND THAT YOU READ OUR LAST ISSUE BEFORE PERUSING THIS ISH ANY FURTHER!--CRAIG



I AM
HABAKTU...

...A WARRIOR
HOLY MAN.

SHE HAS
TURNED
AWAY FROM
THE CIRCLE
OF LIFE--

--OUR PEOPLE'S
HOLY PATH!

OUR FIRST MEET-
ING RESULTED IN
THE LOSS OF MY
CENTER...

I CAME TO HER
TODAY WITH EVERY
INTENTION OF
KILLING HER!

...MY ONENESS
WITH MY GOD,
ANTHOS.

BUT IN HEARING
HER STORY, I
AM UNSURE...!

SHE WAS CAST
OUT BY HER
CAVE TRIBE...

BOTH OF HER
PARENTS WERE
LOST TO HER
WHEN SHE WAS
BARELY OUT OF
MOTHER'S
POUCH...

AND, THUS, SHE
HARDENED HER
HEART AND
TURNED AWAY
HER SOUL...

...AND BECAME
AKUUN--

--ONE--
WITHOUT-
FAITH!

...BECAUSE OF THE
MUTANT FIRE
WHICH CAME FROM
HER EYES!

...BECAUSE OF A
MISINTERPRE-
TATION OF ANTHOS'S
GREAT PLAN!

MY TEACHINGS AS HABAKTU
TELL ME THAT ALL AKUUN
MUST DIE!

BUT, THE ONE-WHO-KNOWS HAS TOLD
ME THAT MY LIFE WOULD HAVE GREAT
MEANING FOR MY PEOPLE.

I CANNOT HELP BUT TO WONDER IF IT
IS THROUGH HER DEATH, THAT THIS
WILL BE SO.

AND, I CANNOT HELP
BUT WONDER WHAT
WILL HAPPEN...

SHOULD ONE OF US FALL!

SHE LUNGES,
TWIN BEAMS OF
FIRE SPEWING
FROM HER EYES!

I REACT
INSTINCTIVELY--
AS ANY HABAKTLI
WOULD...

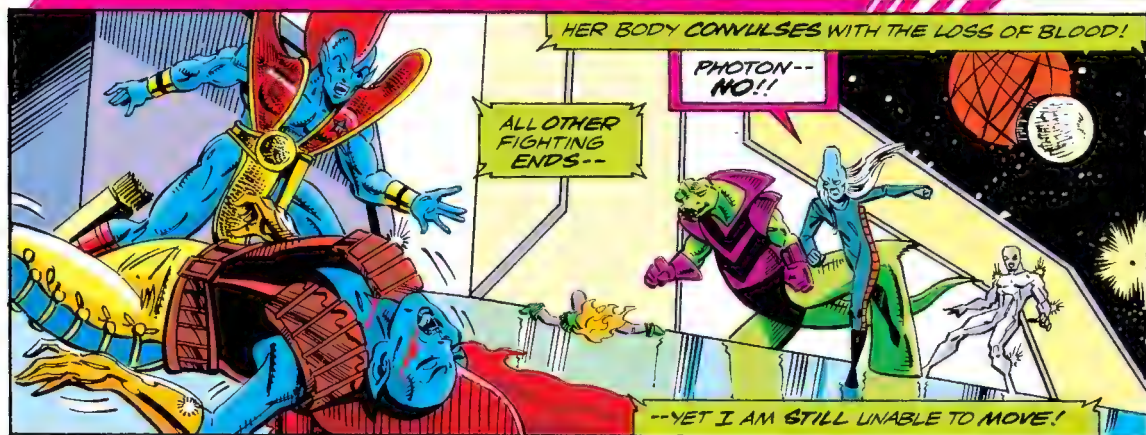
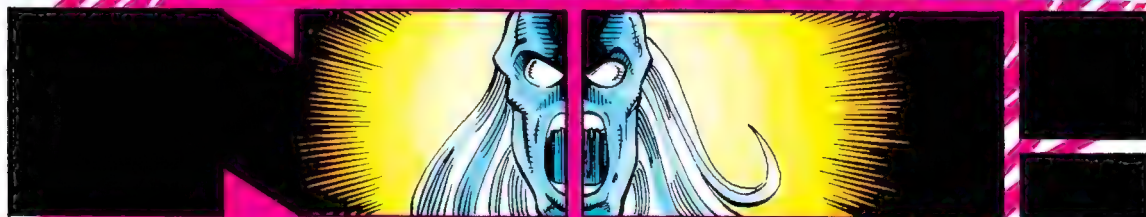
...AND SEVER
HER JUGULAR!

STAN LEE PRESENTS:

A SPECIAL DOUBLE-
SIZED SPECTACULAR
--BROUGHT TO YOU BY--

STEVE MONTANO
INKSLINGER
SUPREME!
KEN LOPEZ
CALLIGRAPHER
FOR OUR THEME!
MIKE THOMAS
AND MARIE JAVINS
COLORISTS
OF OUR DREAMS!
CRAIG ANDERSON
THE LEADER
OF OUR TEAM!
TOM DEFALCO
LISTEN TO
HIM SCREAM!
AND
JIM VALENTINO
SHOULD HAVE HIS
BRAIN STEAM-CLEANED!

BASED LOOSELY ON CONCEPTS
CREATED BY JIM STARLIN!





MY CHILD...
MY POOR
CHILD...

...WHAT HAVE
THEY DONE
TO YOU?!

LINGGHH...

**SHE
LIVES!**

HE TURNS THE VERY AIR
ABOUT HER WOUND INTO
A PLASTER CAST--

AND, IN THAT MOMENT, MY LIMBS OBEY ME ONCE MORE, AND
I AM ABLE TO REACH OUT...

MARTINEX,
DO YOU
HAVE A
SICK-
BAY?

...DESPITE
THE
DANGER!

YES, LET
ME TAKE YOU
THERE.

IT IS THE
LEAST I CAN
DO FOR--

--AND STOPS THE
BLEEDING!

**YOU STAY AWAY
FROM HER!**

Whhhhhht

IN HIS ANGER AND HIS PAIN, HE REACHES
TOWARD ME WITH HIS INCREDIBLE POWER
OF TRANSMUTATION...



... AND, WHERE
ONCE FLESH-
AND- BLOOD
FORMED A
HAND--

EYAAAA!!!

--NOW THERE
IS ONLY WATER
VAPOR!



MARTINEX! HER LIFE
EBBS WITH EACH
PASSING SECOND!

WHERE
IS YOUR
SICK-
BAY?!



DOWN THE CORRIDOR
BEHIND YOU,
INTERFACE!

LET ME FREEZE
THAT FOR YOU,
YONDU!

NO! I
WILL ENDURE
THE PAIN--

--IT IS THE
PRICE I
MUST PAY!



ALL RIGHT, PEOPLE--
THAT'S IT! THIS
FIGHT ENDS NOW
BEFORE ANYONE
GETS KILLED!

DON'T BE
RIDICULOUS,
YONDU--
THERE!

YOU ARE
COMING TO
SICKBAY
WITH US--

--AND NO
ARGUMENTS!

NO! DO NOT LISTEN TO HIM,
MEMBERS O' FORCE! ONE
OF OUR TEAMMATES HAS
FALLEN--

--WE MUST HAVE
REVENGE ON THE
GUARDIANS!

BRAHL, YOU SLIMY PIECE
OF SPACE-FLOTSAM--
YOU'RE THE ONE THAT
GOT US INTO THIS MESS
IN THE FIRST PLACE!

FOOL! BY DA TIME YOU GET
OVER HERE, I'LL BE LONG
GONE, BROADSIDE!

AN' WHEN
I TELL
MALEVO-
LENCE
WHAT
YOU HAVE
DONE--

--YOU
WILL
PAY!

YOU WILL
ALL PAY!

AS YER
LEADER, I
ORDER YOU TO--

YOU'D BETTER
BE INTANGIBLE
BY THE TIME I
GET OVER
THERE--

--OR, SO HELP
ME, NO SICK-
BAY IN THE
UNIVERSE WILL
BE ABLE TO
SAVE YOU!

EMPTY THREATS
DON'T SCARE ME,
YOU SON OF A--

--GONE! CURSE HIS
BEADY LITTLE EYES!

WELL, THERE MAY
NOT BE ANYTHING I
CAN DO ABOUT BRAHL,
BUT I CAN STOP YOU
FROM HURTING HER,
SCANNER! BACK
OFF--

GRRRR

--NOW!

UNGH...
WHAT HIT
ME?!



AND ON THE OTHER SIDE OF THE BRIDGE OF THE U.S.S. CAPT. AMERICA II...

REPLICA.

BUT HE... HE'S A... KREE!

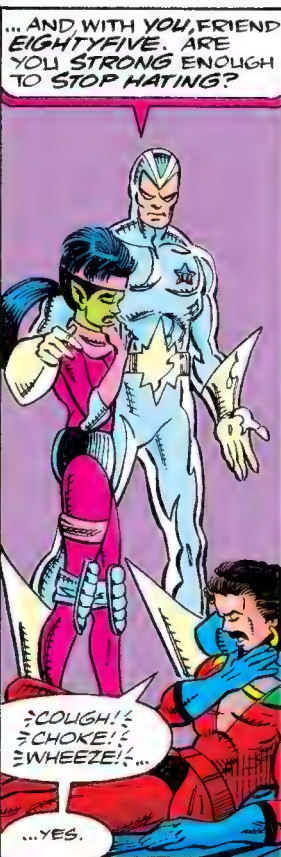
HE IS A MAN, REPLICA...

...A SENTIENT BEING JUST LIKE YOU!



THIS CYCLE OF PREJUDICE BETWEEN YOUR RACES MUST END!

IT MUST END WITH YOU, CHILD...



...AND WITH YOU, FRIEND EIGHTYFIVE. ARE YOU STRONG ENOUGH TO STOP HATING?

COUGH! CHOKE! WHEEZE!...

...YES.



I DO BELIEVE THAT IF A KREE AND A SKRULL CAN AGREE TO A TRUCE, THEN SO CAN THE GUARDIANS AND FORCE...

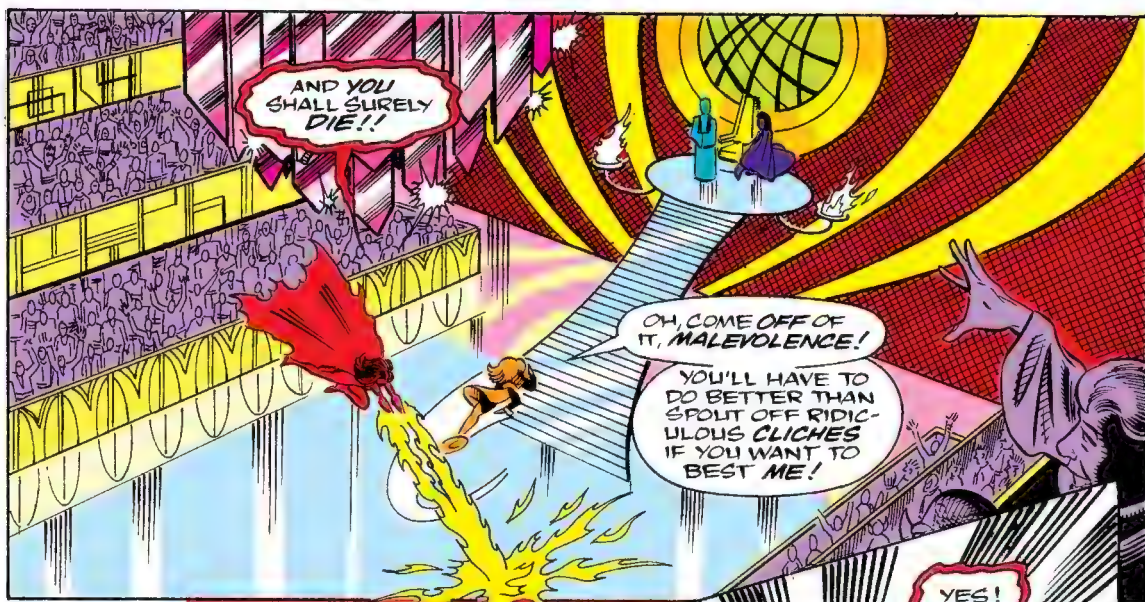
...AT LEAST UNTIL WE FIND OUT ABOUT YONDU'S AND PHOTON'S CONDITIONS...

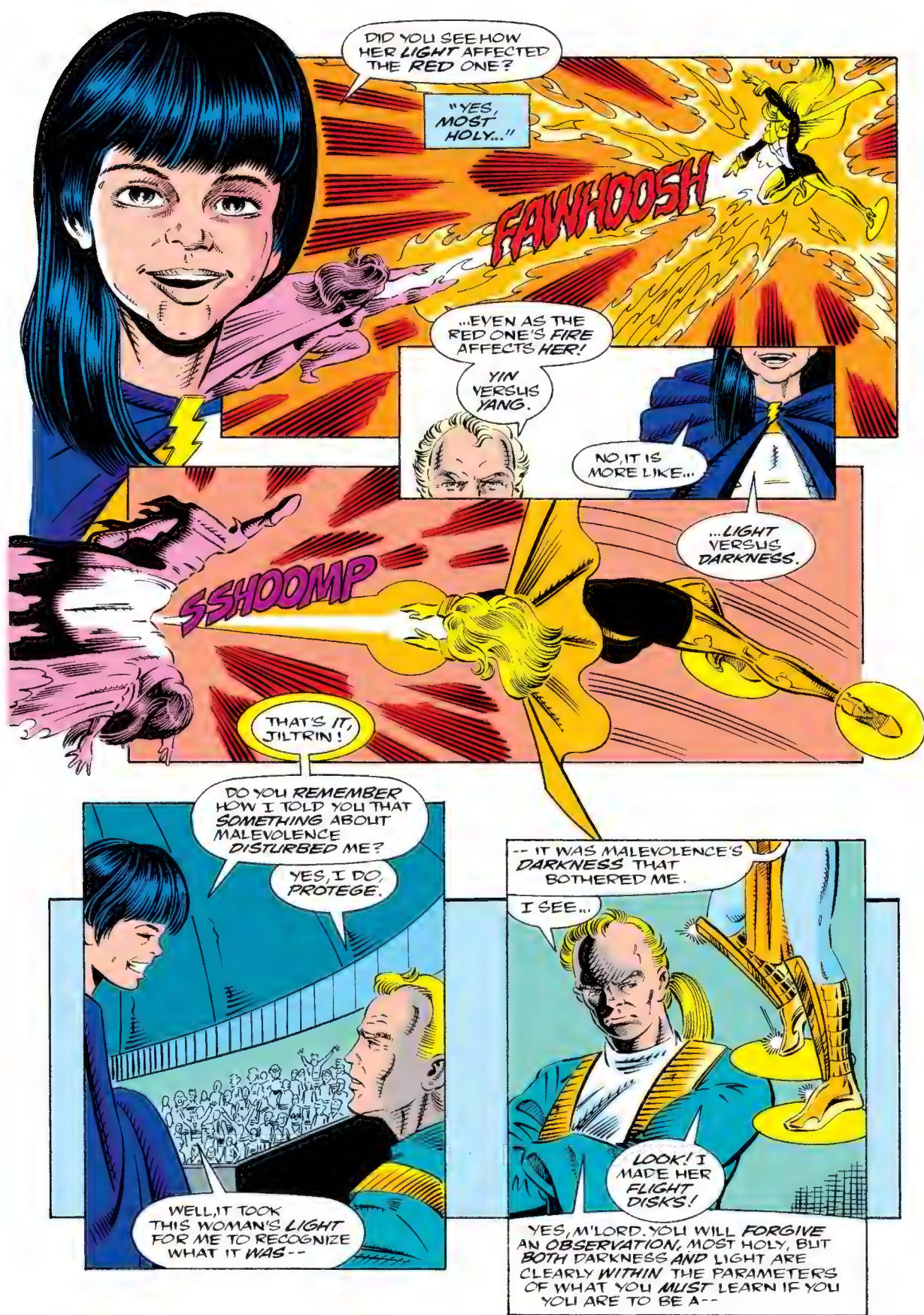
...OR UNTIL SOMEONE CAN GIVE ME A SATISFACTORY EXPLANATION OF WHAT'S GOING ON...

"...ON THE PLANET BELOW..."



THEN THE PROPHECY IS FULFILLED!





DID YOU SEE HOW
HER *LIGHT* AFFECTED
THE RED ONE?

"YES,
MOST
HOLY..."

FAWHOOSH

...EVEN AS THE
RED ONE'S FIRE
AFFECTS HER!

YIN
VERSUS
YANG.

NO, IT IS
MORE LIKE...

...LIGHT
VERSUS
DARKNESS.

SSHOOOMP

THAT'S IT,
JILTRIN!

DO YOU REMEMBER
HOW I TOLD YOU THAT
SOMETHING ABOUT
MALEVOLENCE
DISTURBED ME?

YES, I DO,
PROTEGE.

WELL, IT TOOK
THIS WOMAN'S *LIGHT*
FOR ME TO RECOGNIZE
WHAT IT WAS --

-- IT WAS MALEVOLENCE'S
DARKNESS THAT
BOTHERED ME.

I SEE...

LOOK! I
MADE HER
FLIGHT
DISKS!

YES, M'LORD. YOU WILL FORGIVE
AN OBSERVATION, MOST HOLY, BUT
BOTH DARKNESS AND LIGHT ARE
CLEARLY *WITHIN* THE PARAMETERS
OF WHAT YOU *MUST* LEARN IF YOU
YOU ARE TO BE A--

YES, YES, I AM AWARE
OF ALL OF THAT, VILTRIN.
BUT, STILL, I MUST KNOW
MORE ABOUT THIS
GOLDEN WOMAN.

LET ALL
FIGHTING
CEASE!

NO!

I HAVE
WON THE
RIGHT
TO--

THIS IS THE
SECOND
TIME THAT
YOU HAVE
DARED TO
QUESTION
MY WORD!

I AM THE
PROTEGE!

MY WORD
IS LAW ON A
THOUSAND
THOUSAND
WORLDS!

I SAID,
LET IT
END--

--SO,
END IT
MUST!

GRRRR...

PATIENCE,
DAUGHTER,
PATIENCE.

BUT,
FATHER

I KNOW, MALEVOLENCE!
I KNOW THAT THE ANGER
WITHIN YOU FOR THE
CONTEMPTUOUS LITTLE
FOOL GROWS...

...BUT YOU MUST
TEMPER YOURSELF!
YOU MUST NOT TURN
HIM AWAY FROM
YOU!



HE, AND THE
POWER HE
WIELDS,
MUST BE
OURS!

YES,
FATHER.
FORGIVE
ME, MOST
HOLY.



IT IS BUT MY IMPATIENCE
TO SERVE YOU THAT CAUSES
MY OUTBURSTS!

MALEVOLENCE,
BOWING--?

HHMM, YES. JUST
SEE THAT IT DOES
NOT HAPPEN
AGAIN!

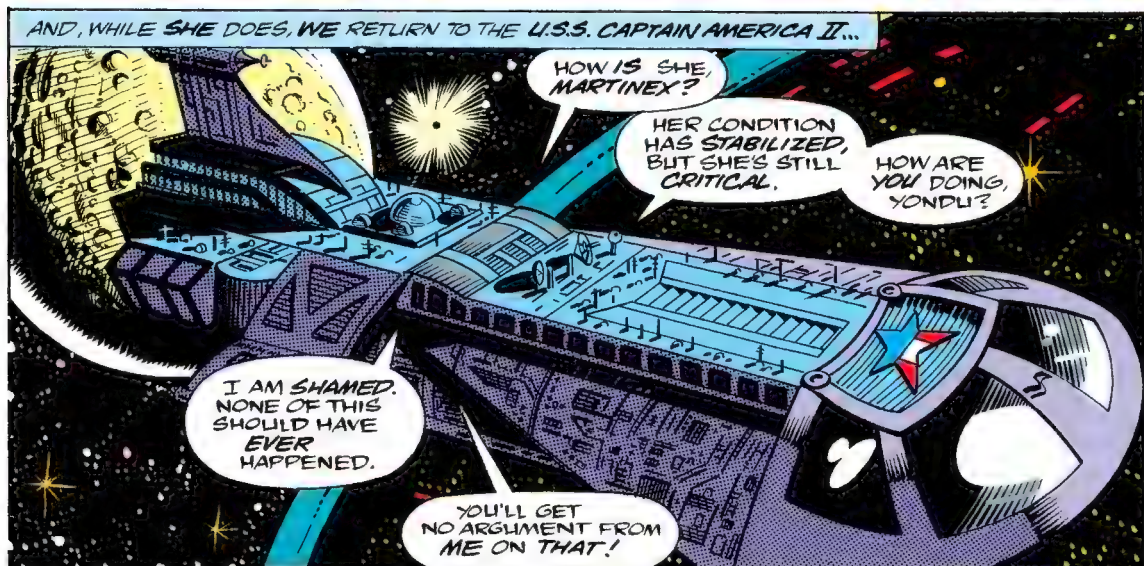


YOU ARE NOT
ON OUR LIST OF
CONTESTANTS,
GOLDEN ONE--
WHO ARE YOU?

I AM
ALETA OGORD
OF ARCTURUS,
PROTEGE.

I WOULD KNOW
MORE ABOUT YOU,
ALETA OGORD--

--ACCOMPANY
ME!



AND, WHILE SHE DOES, WE RETURN TO THE U.S.S. CAPTAIN AMERICA II...

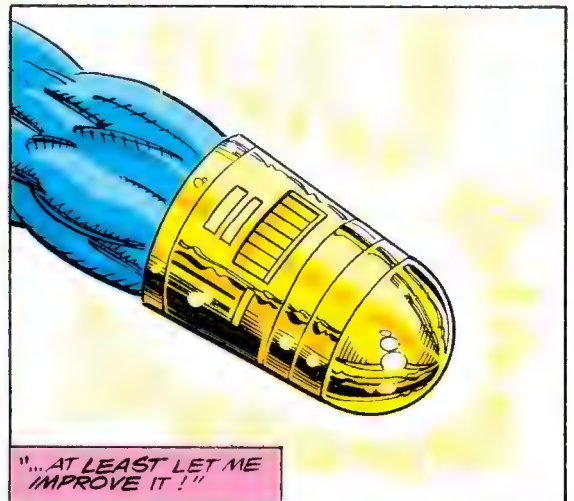
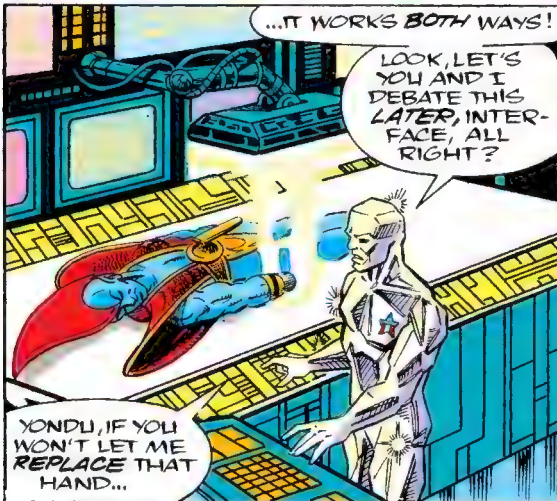
HOW IS SHE,
MARTINEX?

HER CONDITION
HAS STABILIZED,
BUT SHE'S STILL
CRITICAL.

HOW ARE
YOU DOING,
YONDU?

I AM SHAMED.
NONE OF THIS
SHOULD HAVE
EVER
HAPPENED.

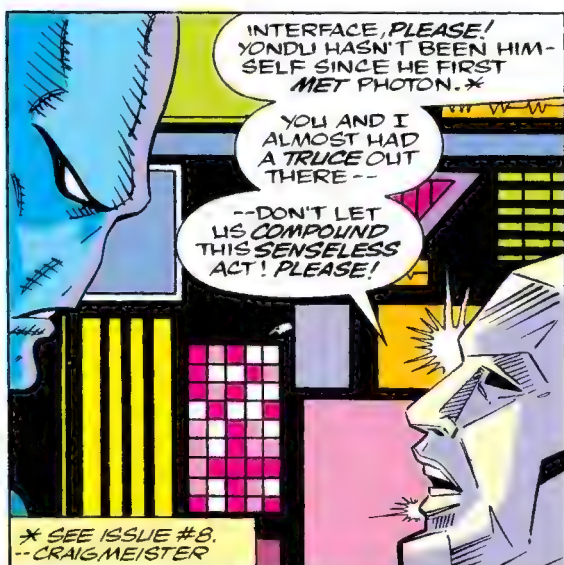
YOU'LL GET
NO ARGUMENT FROM
ME ON THAT!





YES, IT IS QUITE A *REWARD*,
INDEED, FOR ONE WHO *NEARLY*
CAUSED MY DAUGHTER'S
DEATH!

IF IT WERE
UP TO *ME*,
I'D--



INTERFACE, PLEASE!
YONDU HASN'T BEEN HIM-
SELF SINCE HE FIRST
MET PHOTON.*

YOU AND I
ALMOST HAD
A *TRUCE* OUT
THERE--

--DON'T LET
US *COMPOUND*
THIS *SENSELESS*
ACT! PLEASE!

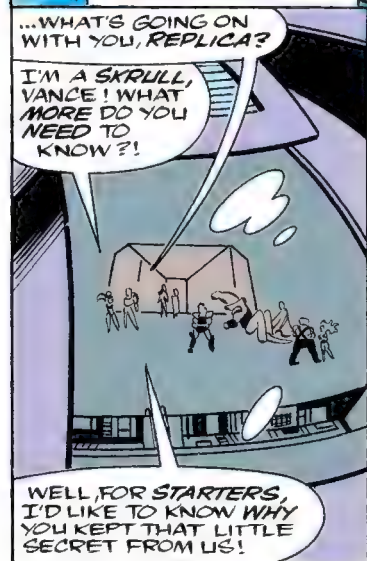
* SEE ISSUE #8.
-- CRAIG MEISTER



HE IS
CORRECT,
FATHER.

THE *THREAT*
OF THE *PROTEGE*
IS TOO
GREAT!

YOU ARE RIGHT, OF
COURSE, *PHOTON*.
NOW, SHHH....



...WHAT'S GOING ON
WITH YOU, *REPLICA*?

I'M A *SKRULL*,
VANCE! WHAT
MORE DO YOU
NEED TO
KNOW?!

WELL, FOR *STARTERS*,
I'D LIKE TO KNOW *WHY*
YOU KEPT THAT *LITTLE*
SECRET FROM US!

LET US ALLOW
THEM THE TIME
TO *REST*,
GUARDIAN,
THAT EACH
MIGHT *HEAL*.



AGREED, INTERFACE.
WOULD YOU ACCOMPANY
ME TO THE BRIDGE?

I NEED TO KNOW
JUST *WHAT*,
EXACTLY, IS AT
STAKE HERE!

WHAT CAN
YOU TELL ME
ABOUT ALL OF
THIS?

I NEED TO
KNOW...



EVER SINCE THE *KREE*
DESTROYED OUR EMPIRE
TWO CENTURIES AGO,
WE'VE HAD TO LIVE IN
HIDING--

--CHANGING OUR *FORMS*
TO BETTER FIT IN.

MY *PARENTS* WENT
TO *HAVEN* WHEN I
WAS A *LITTLE*
GIRL.

THEY TAUGHT ME *NEVER*
TO REVEAL MY SECRET,
NO MATTER WHAT--



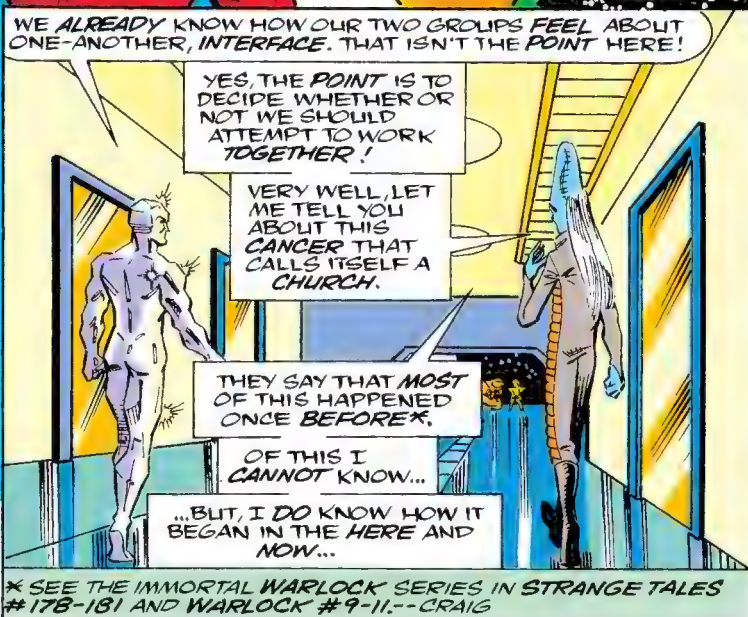
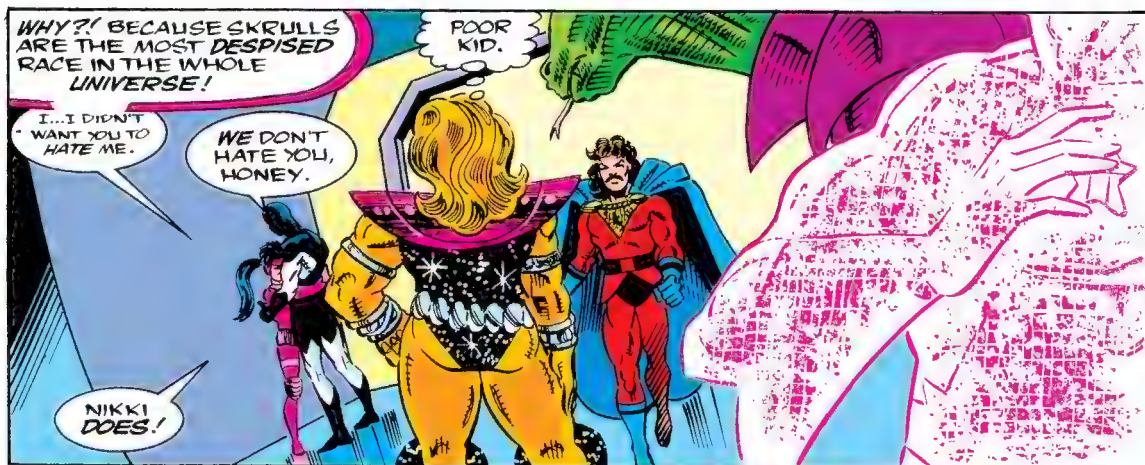
--AND I
DIDN'T!

I DIDN'T REVEAL IT
WHEN THEY WERE
KILLED BY *RANCOR'S*
LIEUTENANTS...

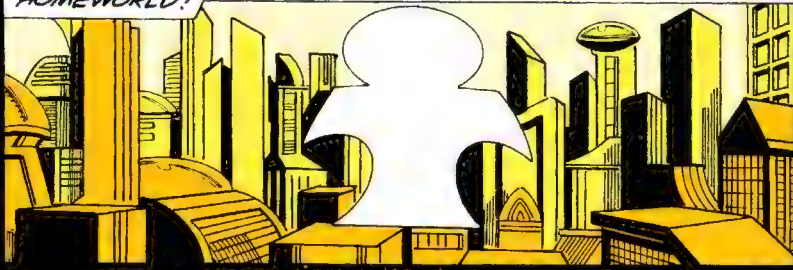
...AND, I
DIDN'T WHEN THE
RESIS-
TANCE TOOK ME
IN...

...AND I DIDN'T
WHEN I BECAME
A *GUARD-*
IAN!

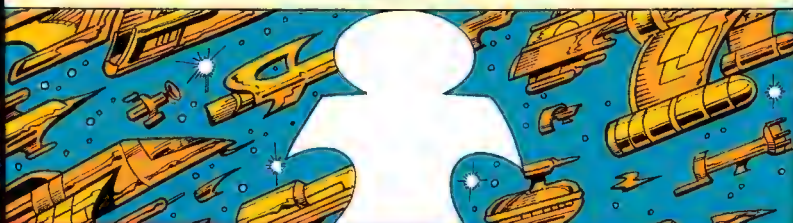
BUT--
WHY?



MANY THOUSANDS OF YEARS AGO, A STRANGE RELIGIOUS SECT AROSE ON THIS PLANET. THEY WORSHIPPED A DEITY THEY CALLED THE MAGUS--AND, IN HIS NAME, THEY CONQUERED THIS, THEIR HOMEWORLD!

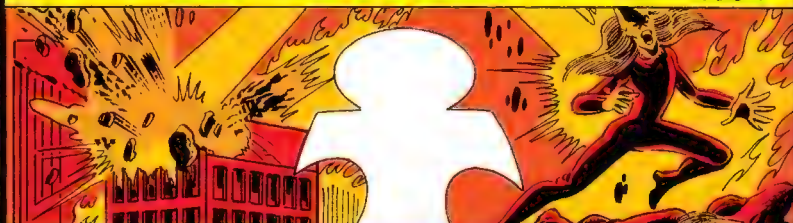


BEFORE TOO MANY CENTURIES HAD PASSED, THEY LED THEIR FAITHFUL ON A HOLY CRUSADE TO TRY AND FIND THEIR GOD...



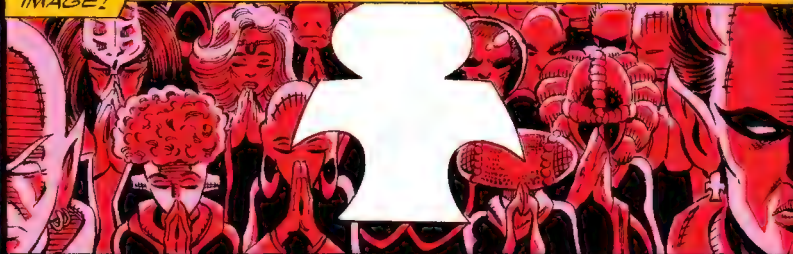
...AND, IN THE COURSE OF THEIR TRAVELS, TO BEAR WITNESS TO HIS DIVINITY TO ANY THEY MIGHT ENCOUNTER.

IF A PLANET, SUCH AS MY HOME WORLD, ULOC, REFUSED TO CONVERT TO THE CHURCH, IT WAS SUMMARILY DESTROYED!



AS YOU MAY SURMISE, THE CONVERSION RATE GREW PROPORTIONATELY TO ITS REPUTATION IN ANY GIVEN SPACE SECTOR!

BUT, NO MATTER HOW MANY PLANETS THEY CONQUERED, NO DEITY WAS FORTHCOMING, AND SO, OVER A THOUSAND GENERATIONS AGO THEY SET ABOUT TO CREATE THEIR GOD IN THEIR OWN IMAGE!



THROUGH SELECTIVE BREEDING, GENETIC MANIPULATION, AND VARIOUS CHEMICALS, DRUGS, SCIENCES AND ARCANIC MAGIC'S CULLED FROM THE WORLDS THAT THEY HAD CONQUERED, THEY ATTEMPTED TO CREATE HIM!

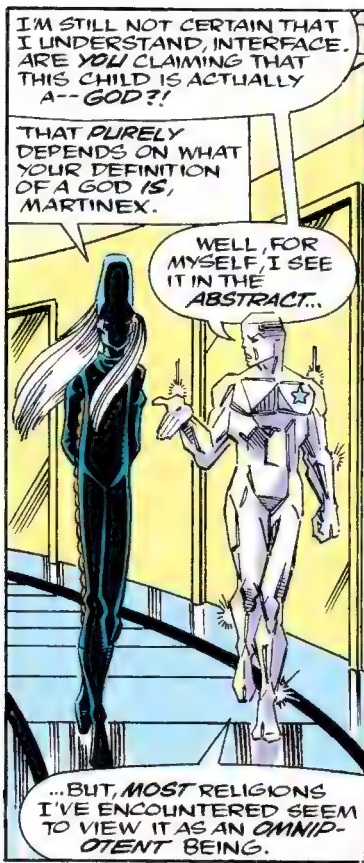
AND SEVEN SHORT YEARS AGO, THEIR LABOR FINALLY BORE FRUIT WHEN THE CHILD THEY CALL THE PROTEGE WAS BORN!

THE CHILD WHO IS WORSHIPPED AS A GOD IN OVER HALF OF THE GALAXY--AND A GOD HE MAY WELL BE!



HE WOULD BECOME THE MAGUS, THE MOST POWERFUL BEING E'ER CONCEIVED OF MORTAL WOMAN!

FOR, SO POWERFUL IS THIS CHILD THAT A TUTOR IS NECESSARY TO TEACH HIM HOW TO CORRECTLY CHANNEL ALL HIS MIGHT!



I'M STILL NOT CERTAIN THAT I UNDERSTAND, INTERFACE. ARE YOU CLAIMING THAT THIS CHILD IS ACTUALLY A--GOD?!

THAT PURELY DEPENDS ON WHAT YOUR DEFINITION OF A GOD IS, MARTINEC.

WELL, FOR MYSELF, I SEE IT IN THE ABSTRACT...

...BUT, MOST RELIGIONS I'VE ENCOUNTERED SEEM TO VIEW IT AS AN OMNIPOTENT BEING.



YES, WELL, CONSIDER THE FACT THAT THE BOY POSSESSES THE ABILITY TO INSTANTLY ACQUIRE ANY NATURAL POWER OR ABILITY UPON OBSERVING IT IN USE!

AND, ONCE ACQUIRED, IT IS HIS PERMANENTLY!

FOR EXAMPLE, HE CAN JUST AS EASILY LEARN HOW TO FIRE A WEAPON UPON WATCHING CHARLIE DO SO...

...AS HE CAN LEARN TO EMIT THERMAL BEAMS FROM WATCHING YOU!

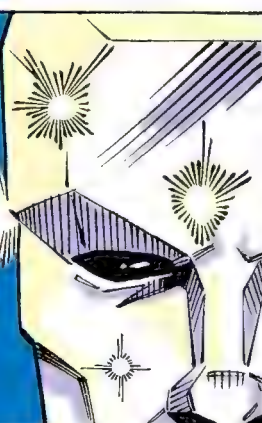
OR, SUPER-STRENGTH FROM BROADSIDE!

THAT--THAT'S ASTONISHING! AND THESE POWERS COMPOUND?

YES.

BUT HOW IS THAT EVEN POSSIBLE?! THESE POWERS ARE, FOR THE MOST PART, NATURAL ABILITIES. THEY ARE USUALLY THE RESULT OF A MUTATION OR GENETIC ENGINEERING--

--HOW COULD HE POSSIBLY "LEARN" HOW TO DO THEM?!




I AM UNCERTAIN.

THERE IS, AS WELL YOU KNOW, VERY LITTLE HARD DATA ON PARANORMAL POWER SOURCES.

ONE THEORY SUGGESTS THAT THESE POWER SOURCES THEMSELVES ARE INTRA-DIMENSIONAL IN NATURE--

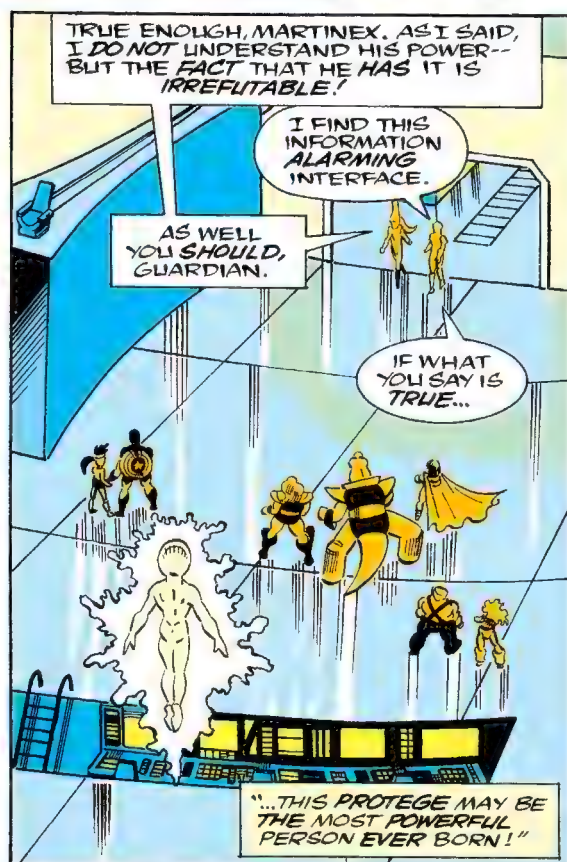
--AND HE'S ABLE TO TAP INTO THESE SOURCES?

YES, EVEN AS THE PARAHUMAN WITH THE POWER WOULD!

HMMM, WELL THAT WOULD EXPLAIN QUITE A BIT--

--BUT NOT ALL!

NO, THERE ARE THE LEARNED SKILLS, THOSE THAT COME FROM PRACTICE AND HARD WORK, NOT THEORETIC "POWER SOURCES!"



TRUE ENOUGH, MARTINEC. AS I SAID, I DO NOT UNDERSTAND HIS POWER-- BUT THE FACT THAT HE HAS IT IS IRREFUTABLE!

I FIND THIS INFORMATION ALARMING INTERFACE.

AS WELL YOU SHOULD, GUARDIAN.

IF WHAT YOU SAY IS TRUE...

"...THIS PROTEGE MAY BE THE MOST POWERFUL PERSON EVER BORN!"

YES, A FRIGHTENING CONCEPT, TO BE SURE. THAT MUCH POWER IN THE HANDS OF A CHILD...

... AND THAT CHILD IN THE HANDS OF MALEVOLENCE!

NO, INTERFACE, YOU'RE MISSING MY POINT--

--WHAT HAPPENS IF THAT CHILD SHOULD MEET SOMEONE AS POWERFUL AS, SAY...

THEN HE WOULD BE POWERFUL ENOUGH TO RULE THE UNIVERSE...

...GALACTUS!

"...OR DESTROY IT!"

LOOK! DO YOU SEE THE GLORY OF MY POWER, ALETA?

I HAVE BUT TO STAND BEFORE THEM AND THEY CHANT MY NAME!

YES, PROTEGE, I CAN HEAR THEM.

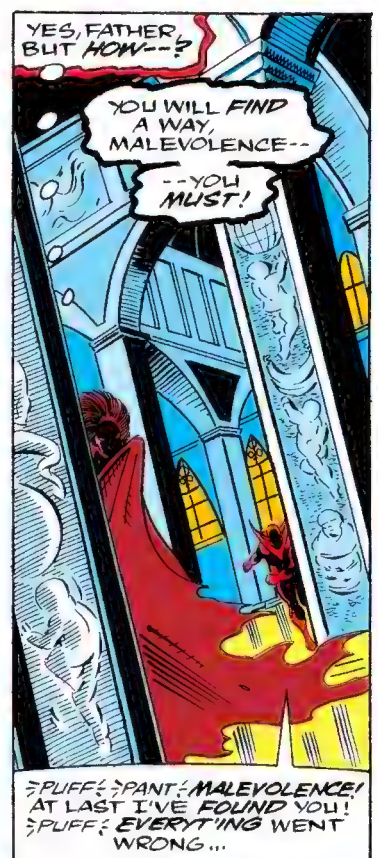
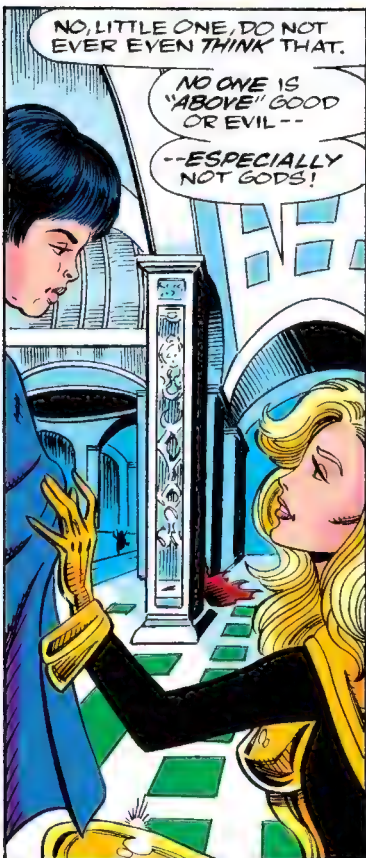
I'M THEIR GOD, YOU KNOW.

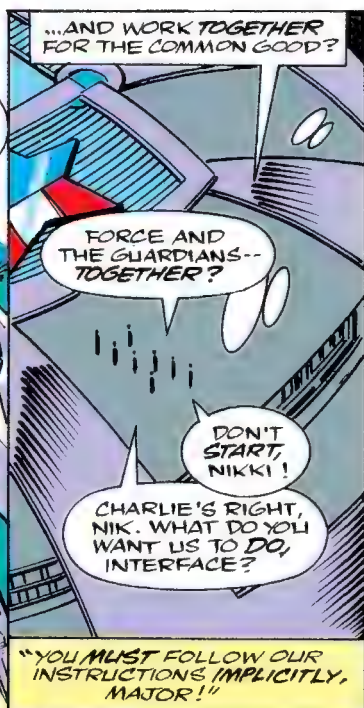
THEY'LL DO ANYTHING I TELL THEM TO!

THEY LIVE, THEY'LL DIE-- THEY'LL EVEN KILL ON MY COMMAND!

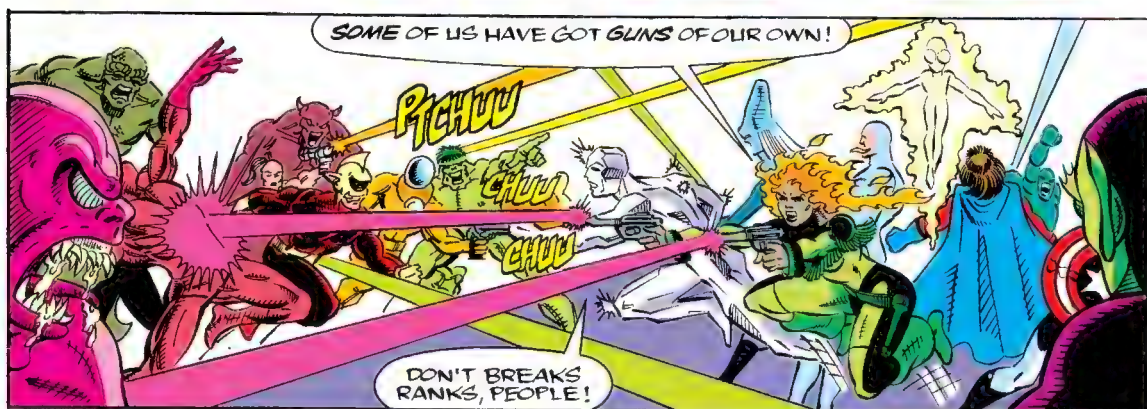
I CAN MAKE THEM ALL DEAD IF YOU LIKE, ALETA.

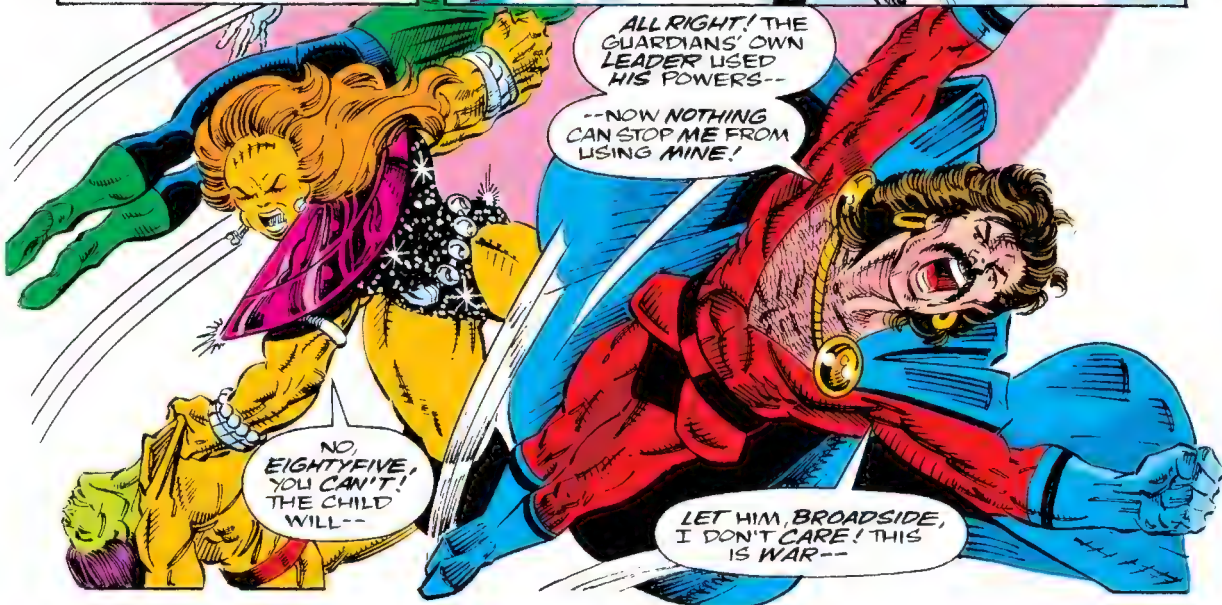
WOULD YOU LIKE TO SEE ME MAKE THEM ALL DIE?

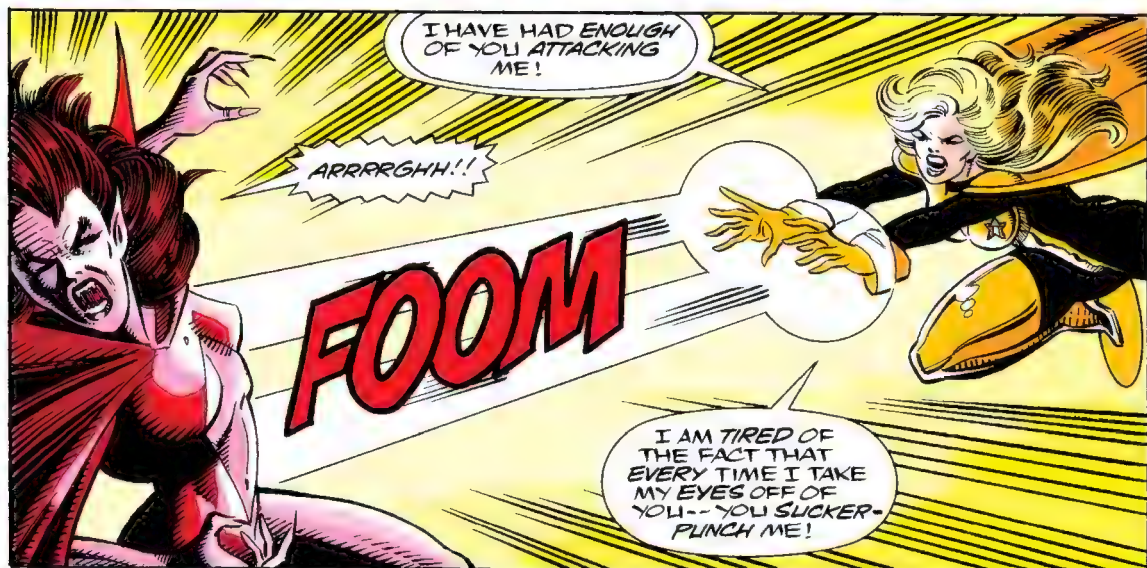
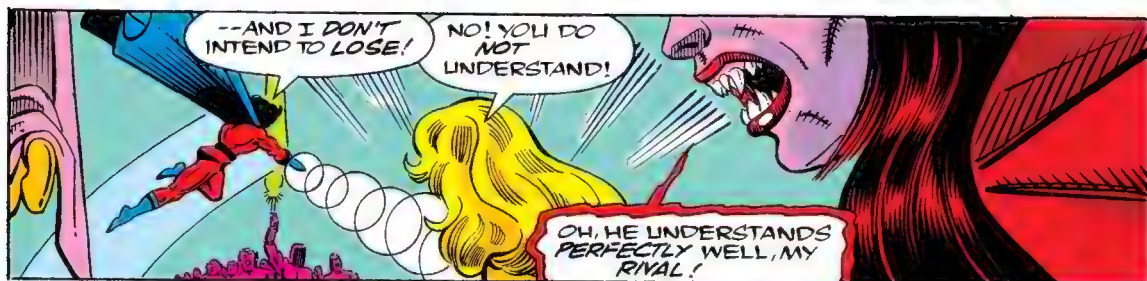












OH, JILTRIN! THIS IS EVEN BETTER THAN WE COULD HAVE HOPED FOR!

"...THERE ARE SOME WHO DO NOT RELY ON POWER-- BUT ON SKILL!"

CAN ANYONE GET IN A SHOT AT THE KID?

PTCHUU

AARGHH!!

"YES, AND I WILL ADD THAT AS WELL!"

NO, HE'S SURROUNDED!

WAP

BESIDES, HE'S PROBABLY INVULNERABLE BY NOW!

EVEN IF HE ISN'T, BROADSIDE, HE'S GOT ALL OF OUR POWERS!

WYAK

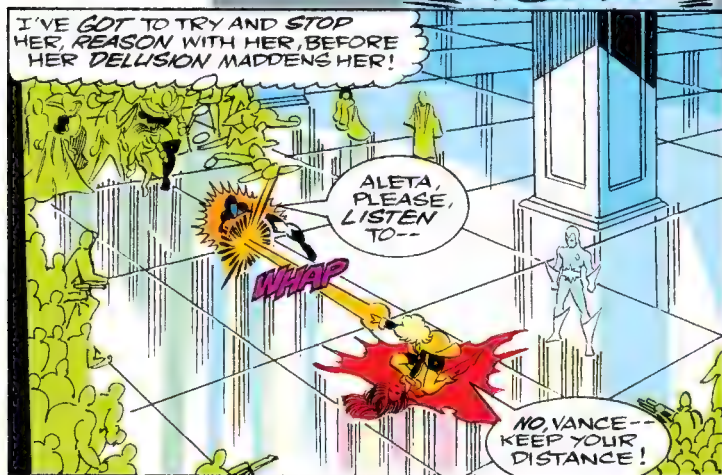
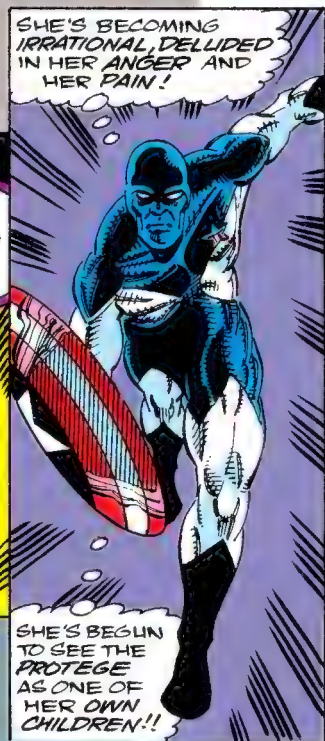
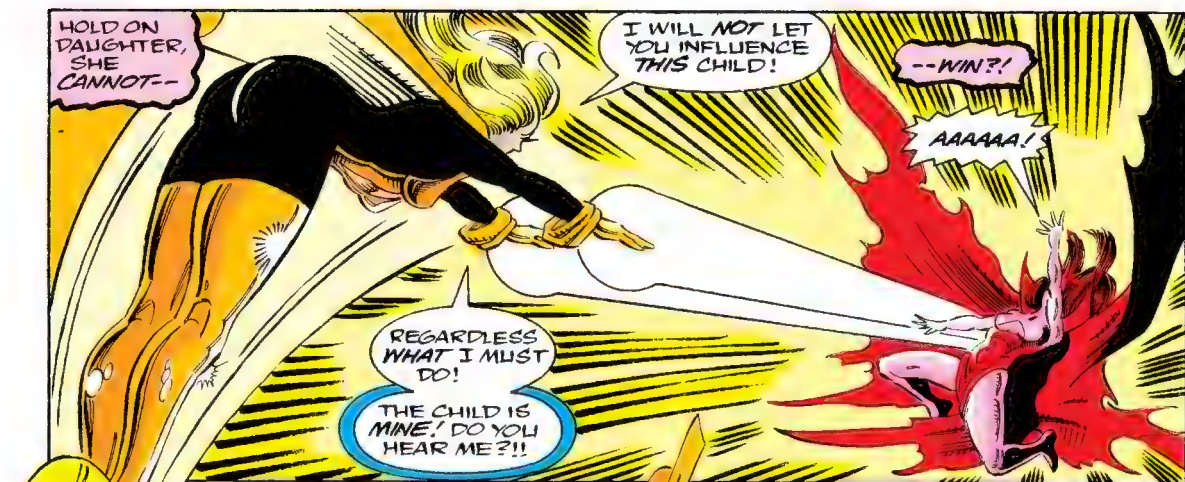
WE'LL BE LUCKY TO GET OUT OF HERE ALIVE!

THERE ARE SO MANY DIFFERENT POWERS HERE FOR ME TO LEARN!

YES, MOST HOLY, BUT OBSERVE...

MALEVOLENCE, I AM TIRED OF YOU!

FATHER, DO NOT ABANDON ME!



"COULD IT BE HER SEPARATION FROM--"

STAKAR, I NEED YOUR
HELP! ADD YOUR POWER
TO MINE AND WE CAN
FINISH THE DEMON
ONCE AND FOR ALL!

NO.

STAKAR?

WHAT ARE
YOU DOING,
STAKAR?

WHAT I
MUST,
BELOVED.

PLEASE,
FORGIVE
ME.

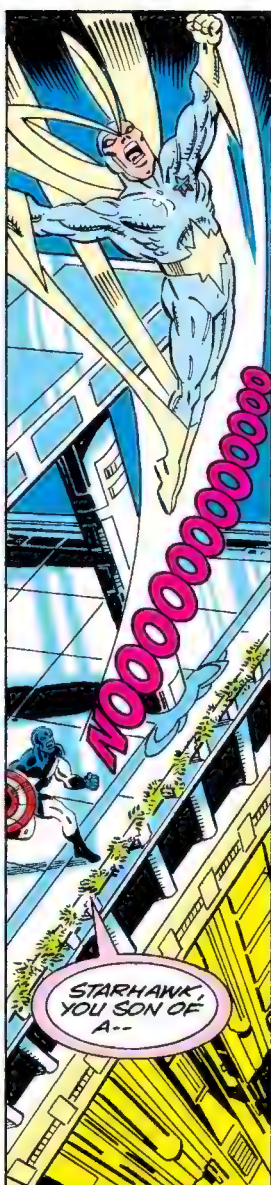
S-STAKAR,
NO! YOU--YOU'RE
ABSORBING
ME!!

NOT
AGAIN!
NOT AG--

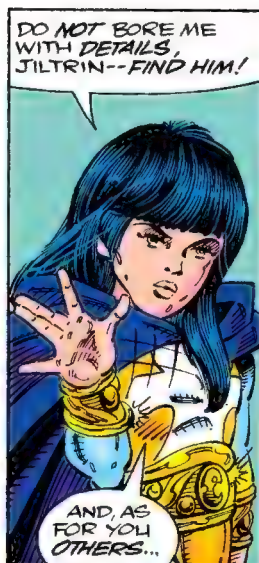
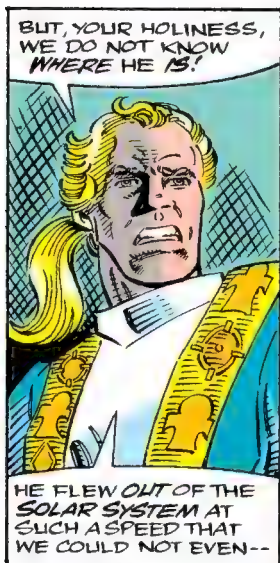
NO!



ALETA!











BUT, MAY I SAY GOODBYE TO MY FRIENDS FIRST?

YES, OF COURSE. CONSIDER IT PART OF MY NEW BENEVOLENCE!



PROTEGE, YOU SHOULD STRIKE WHILE HER BACK IS TURNED!

SHOW NO MERCY!

YOU WOULD HAVE ME LIE, THEN?



YOU ARE A GOD--YOU CANNOT LIE! EVERY UTTERANCE IS THE TRUTH!

MALEVOLENCE?

YES?

SHUT UP!



LISTEN, REP, YOU DON'T HAVE TO STAY HERE IF YOU DON'T WANT TO!

YES, I DO!

NO, HONEY, WE'D GLADLY LAY DOWN OUR LIVES FOR YOUR FREEDOM!



OH, MARTY, YOU DON'T UNDERSTAND WHAT AN HONOR IT IS TO SERVE HIM!

ARE YOU SURE?

YES...

...AND, BESIDES, I WAS NEVER A VERY GOOD GUARDIAN, ANYWAY!



I THINK YOU MADE A GREAT GUARDIAN, REPLICA.

IN FACT, HERE, I WANT YOU TO HAVE THIS!

A STAR? FOR ME?!



JUST IN CASE YOU EVER NEED US, HONEY, IT WILL ACT AS A HOMING BEACON, A TELEPORTER AND A COMMUNICATOR!

I...I'LL TRY TO MAKE YOU PROUD OF ME!



YOU ALREADY HAVE, HONEY, YOU ALREADY HAVE!

NIKKI, I KNOW THAT YOU NEVER LIKED ME, BUT--

"GOOD-BYE, REPTILA!"



...AND GOOD RIDDANCE!

SMOOTH, NIKKI. DON'T LET HER BOTHER YOU, SHORT STUFF.

EVERYONE WILL MISS YOU...



...UNLIKE SOME OTHER PEOPLE I KNOW!

I'M GOING TO MISS YOU, TOO, CHARLIE!

AND, VANCE? VANCE, I'M SO SORRY ABOUT--



ALETA? YEAH, ME TOO, LITTLE ONE. HEY, ARE YOU SURE ABOUT THIS?

YES, I'M SURE.

ALL RIGHT, TRY TO TEACH HIM RIGHT FROM WRONG, OKAY?

LORD KNOWS MALEVOLENCE WON'T!



I'LL TRY. I'M GOING TO MISS YOU ALL SO MUCH. PLEASE, DON'T FORGET ME.

NEVER, HONEY, NEVER!



LET IT BE KNOWN
THAT FROM *THIS*
DAY FORTH THE
SKRULL, *REPLICA*,
WILL BE MY ROYALE
CONFIDANTE!

AND, BY DEFAULT,
MALEVOLENCE SHALL
HENCEFORTH BE MY
MATRIARCH!



FINALLY, A WORD OF
WARNING TO YOU
HERETICS.

LET NONE OF YOU
EVER COME TO MY
WORLD, AGAIN--

--LEST MY
PROMISE TO
REPLICA BE
FORFEIT!

AND, NOW THAT
I'VE TELEPORTED
THE NON-BELIEVERS
AWAY...

...LET US COMMENCE
WITH THE CORONATION
OF THE MATRIARCH!



YES!

LET ALL OF THE
NETHERWORLD
REJOICE!

THE DAY IS
WON! THE
VICTORY IS
MINE !!

AND BEFORE WE ARE
THROUGH, THE CHILD'S
SOUL WILL BE AS BLACK
AS COAL--AND FOREVER--
MORE MINE !!

AND, WHILE MEPHISTO
CRUELLY LAUGHS...

...WE SWITCH TO THE U.S.S. CAPTAIN AMERICA II, STILL IN ORBIT ABOVE HOMEWORLD.

I DO NOT UNDERSTAND, HABAKTLI. IF TECHNOLOGY SO OFFENDS YOU...

...WHY WOULD YOU ACCEPT THE BIONIC HAND WITHOUT PROTEST?

I BELIEVE THAT IT IS MY PENANCE FOR MY FAITH-LESSNESS!

I BELIEVE THAT, IN HIS INFINITE WISDOM, ANTHOS IS TELLING ME TO ACCEPT A NEW PHILOSOPHY!

AND WHAT OF THE YAKA? IS IT OF NO FURTHER USE TO YOU?

NO.

MAY I TAKE IT, THEN?

WHY WOULD YOU WANT IT, PHOTON?

JUST AS YOU MUST MOVE YOUR THINKING FORWARD...

...SO, TOO, MUST I DISCOVER MY PAST.

IT IS ANTHOS'S WILL.

AND, BEFORE A SHOCKED YONDLI CAN RESPOND...

IT IS FORCE-- AND THE GUARDIANS!

WHAT HAPPENED DOWN THERE?

TOO MUCH TO TELL!

YES! AT LEAST YOU TWO DIDN'T KILL EACH OTHER!

NO, WE HAVE COME TO AN...

...UNDERSTANDING.

YES, WE WILL DISCUSS IT LATER, PHOTON. RIGHT NOW, I WANT US TO TELEPORT BACK TO OUR OWN SHIP!

INTERFACE! BEFORE YOU LEAVE, I'D LIKE YOU TO CONSIDER HOW MUCH WE GAINED TODAY.

I BELIEVE OUR TWO GROUPS HAVE A MUCH BETTER UNDERSTANDING OF ONE-ANOTHER NOW.

I DON'T BELIEVE THAT THINGS WILL EVER BE THE SAME BETWEEN US!

DO NOT DELUDE YOURSELF MARTINEX.

FORCE IS A BAND OF THIEVES -- THE GUARDIANS A GROUP OF HEROES.

IT IS ONLY A MATTER OF TIME BEFORE WE CROSS SWORDS AGAIN.

BUT I THOUGHT--

-- THAT A TRUCE WOULD BE PERMANENT?

DO NOT BE NAIVE!

WE WALK DIFFERENT PATHS... FRIENDSHIP IS NOT POSSIBLE BETWEEN OUR LIKE!

FORCE, PREPARE YOURSELVES TO LEAVE!

"THAT INCLUDES YOU, BROADSIDE!"

YEAH, YEAH! KEEP YOUR SHIRT ON, INTERFACE!

WE COULD MAKE A PLACE FOR YOU HERE, Y'KNOW.

AS A GUARDIAN?

AND GIVE UP MY LIFE OF CRIME?!

IT ISN'T A BAD LIFE.

MAYBE NOT FOR YOU, SWEETCAKES...

...BUT, I JUST DON'T THINK IT'D WORK FOR ME. OKAY?

YEAH, SURE.

BUT, HEY, JUST TO MAKE SURE THAT YOU DON'T FORGET ME...

MURRMPH!

BROADSIDE!



ALL RIGHT!
I'M COMIN'!

WOW!



UNTIL WE MEET
AGAIN, GUARDIANS!



YOU CAN COME
DOWN OFF OF
CLOUD 9 NOW,
"SWEETCAKES."
SHE'S GONE!

WHY, NIKKI, IS THAT A
NOTE OF JEALOUSY I
DETECT IN YOUR VOICE?

HOW DARE YOU,
AFTER THE WAY
YOU TREATED
REPLICA!!



I... I GUESS I WAS
PRETTY OUT OF LINE,
HUH?

IT'S JUST THAT
SHE WAS A
REPTILE, AND...

WE KNOW, NIKKI.
AND WE'VE
TRIED TO GIVE
YOU A LOT OF
LEEWAY, BUT...

...YOU REALLY
WENT BEYOND
THE FALE THIS
TIME!

I BELIEVE THAT WE ARE GOING TO
HAVE TO DISCUSS SOME KIND OF
REPRIMAND.!



I CAN'T BELIEVE WHAT
I'M HEARING HERE! A
REPRIMAND--FOR HER?!

HAVEN'T YOU BEEN
PAYING ATTENTION,
MARTINEX?

THE PROTEGE IS IN
MALEVOLENCE'S HANDS...

...STARHAWK JUST
REABSORBED ALETA--
AND THEN TOOK OFF
FOR PARTS UNKNOWN...

...AND YOU WANT
TO SLAP NIKKI'S
WRIST!?!





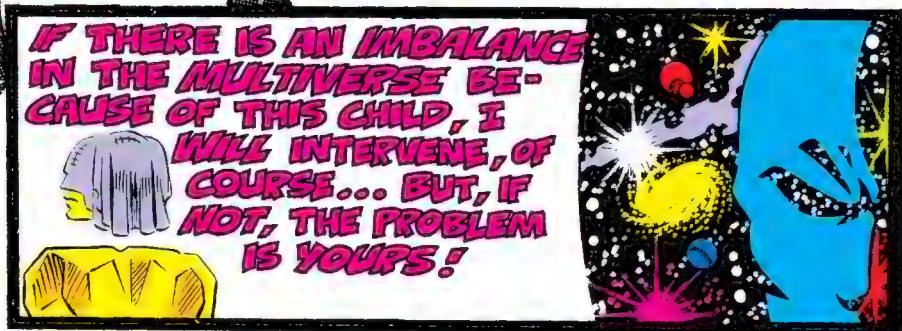
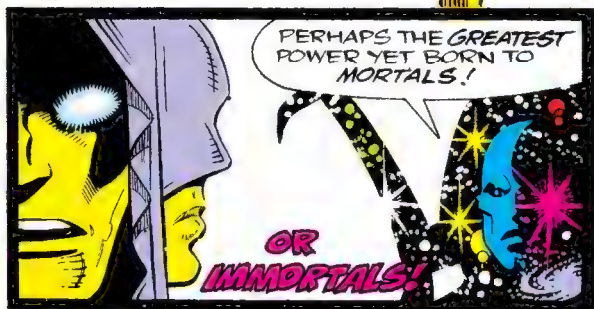
N
E
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T

A WHOLE NEW ERA OF THE GUARDIANS BEGINS!

HOMECOMING!

EPILOGUE

IN A PLACE BEYOND ALL THAT IS...



AND, SO, HE-WHO-IS-THE-UNIVERSE PONDER'S HIS OPTIONS... PRESUMING, INCORRECTLY, THAT HE HAS AN ETERNITY TO DECIDE THE CHILD'S FATE!

DEFINITELY NOT THE END!

MARVEL
COMICS
1ST
ISSUE
OFA
BRAND
NEW ERA!

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COMICS
CODE

CA
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GUARDIANS OF THE GALAXY™

IT BEGINS
HERE...



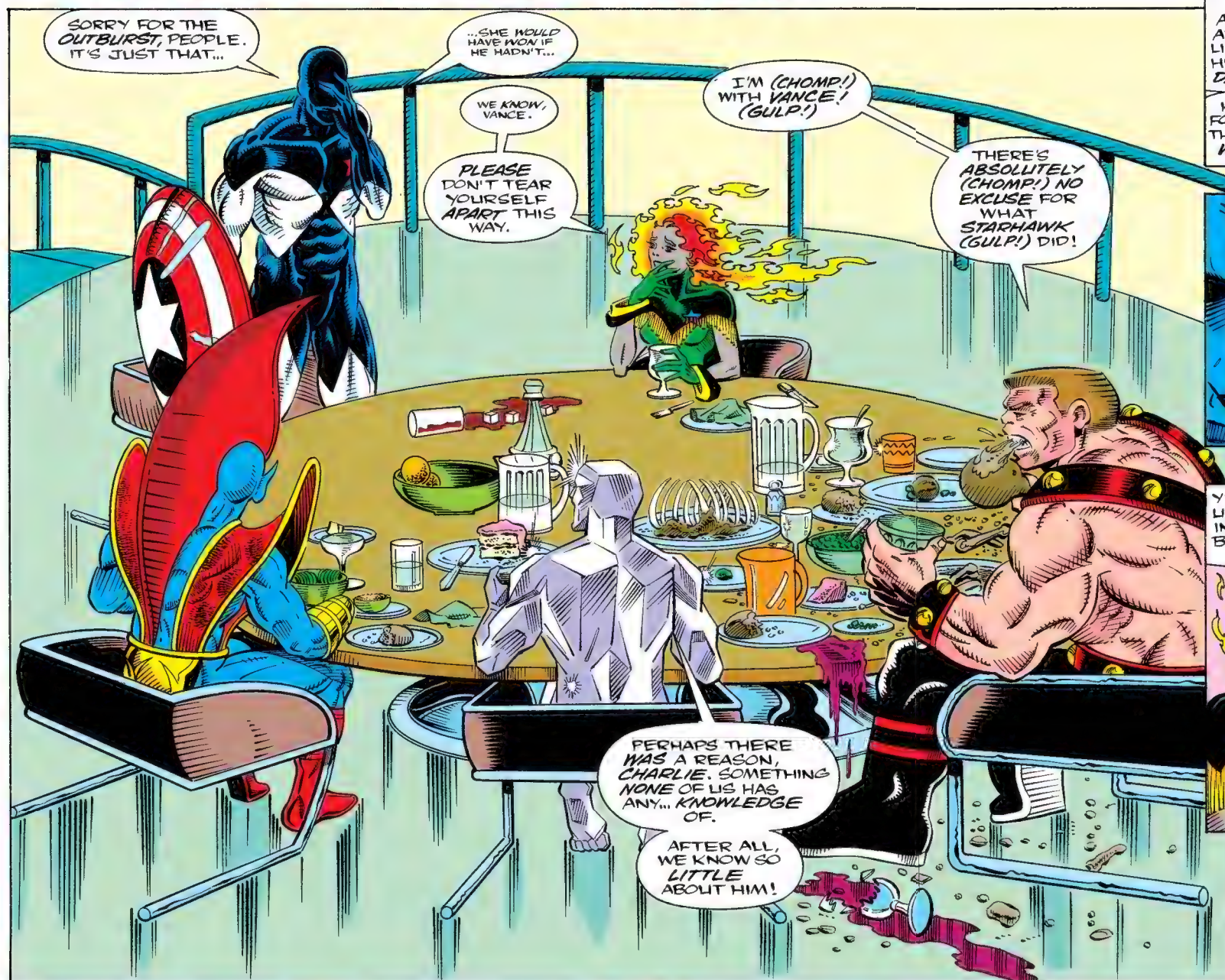
HOMECOMING!

CHARLIE 27! MARTINEX! NIKKI! VANCE ASTRO! YONDUI! ALETA! STARHAWK! SEVEN EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA. THEIR MISSION—TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!



STAN LEE PRESENTS

HOMECOMING



OH, DON'T YOU DARE START IN ON US WITH THAT "MYSTERIOUS STRANGER" JUNK, MARTY! IT JUST WON'T WASH THIS TIME!

ALETA TOLD ME ONCE ABOUT WHAT IT WAS LIKE FOR HER INSIDE OF HIM--IT WAS A COLD, DANK NOTHINGNESS!

HE WAS WRONG TO FORCE HER TO GO BACK THERE--NO MATTER WHAT YOU SAY!

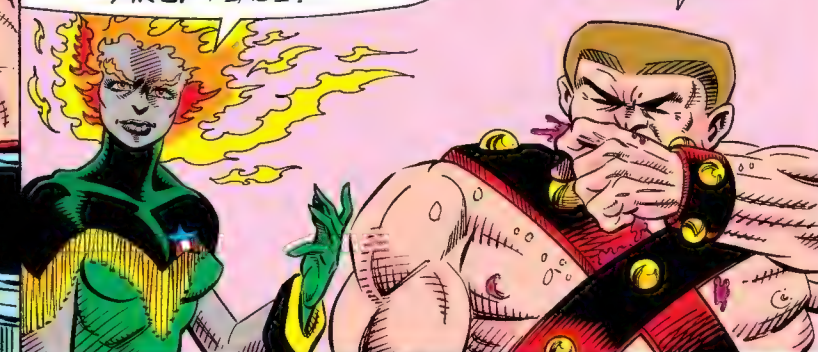


I AGREE, NICHOLETTE. IT WAS A COWARDLY AND INHUMAN ACT THAT CANNOT BE EXCUSED.

THEN I HOPE THAT YOU'LL JOIN WITH ME, YONDLI, IN VOTING TO EXPEL STARHAWK FROM THE GUARDIANS OF THE GALAXY!

Y'GOT MY VOTE, BIG GUY! I NEVER UNDERSTOOD WHAT YOU GUYS SAW IN THAT SELF-RIGHTEOUS, COLD-BLOODED, SPACE-SLUG IN THE FIRST PLACE!

ME, TOO! SLURRP! HE'S HISTORY!



"WELL, MARTY, IT'S UP TO YOU TO MAKE IT UNANIMOUS..."

"...WHAT DO YOU SAY?"



STEVE MONTANO
ABSOLUTELY INCREDIBLE
INKER!

KEN LOPEZ
INARGUABLY IMPECCABLE
LETTERER!

EVELYN STEIN
INCONTROVERTIBLY INCOMPARABLE
COLORIST!

CRAIG ANDERSON
INDISPUTABLY INDISPENSABLE
EDITOR!

TOM DEFALCO
UNBELIEVABLY IMPORTANT
EDITOR IN CHIEF!

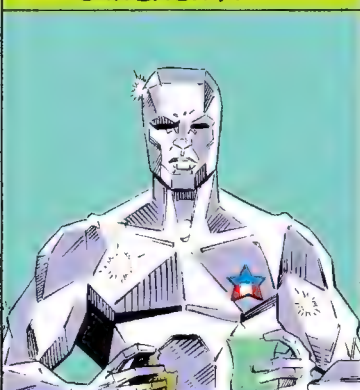
JIM VALENTINO
OH, WELL...

LIP TO ME, ME-- MARTINEX
T'NAGA, SECOND
GENERATION PLUVIAN...



...THOUGH I CAN TRACE MY
ANCESTORS TO THE EARTH
CONTINENT, AFRICA.

I HAVE DOCTORATE DEGREES
IN PHYSICS AND ENGINEER-
ING FROM TOMBAUGH
UNIVERSITY.



FOR THE LAST TWO YEARS I
HAVE LED THE GUARDIANS
OF THE GALAXY--

--IT HAS NOT BEEN A POST
I HAVE EXCELLED AT...



... PROVING THE AGES-OLD
AXIOM THAT IT TAKES MORE
THAN BRAINS TO BE A
LEADER OF MEN!

NEARLY A YEAR AGO I
SUFFERED WHAT MAY
HAVE BEEN A FATAL
INJURY--

--I WAS
SAVED
BY STAR-
HAWK!



HE USED HIS
HEALING
LIGHT
TO CURE ME.*

* ISSUE
#?.
-- CRAIG

DURING MY CONVALESCENCE,
HE TOLD ME THE SECRET
OF HIS KNOWLEDGE.



...IT WAS A CONFIDENCE THAT
I DID NOT BETRAY TO OUR
FELLOW GUARDIANS.

AMONG THE MANY INCREDI-
BLE THINGS HE TOLD ME
THAT DAY...



...WAS THAT THERE WOULD
BE A TIME WHEN HE WOULD
NO LONGER BE A
GUARDIAN!

HE TOLD ME THAT WE
WOULD EXPEL HIM FOR
SOMETHING HE HAD TO DO.



SOMETHING HE SAID HE HAD
NO CHOICE BUT TO DO!

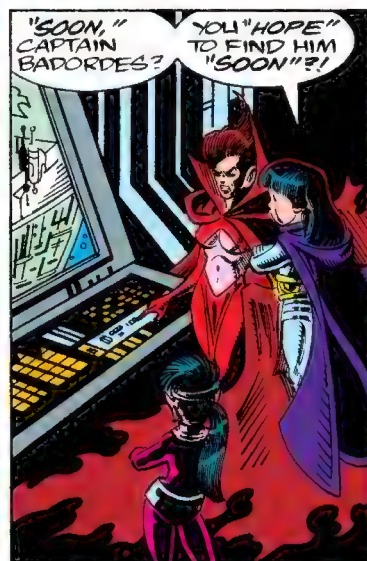
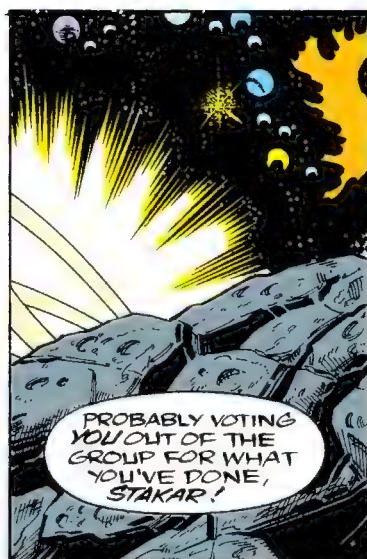
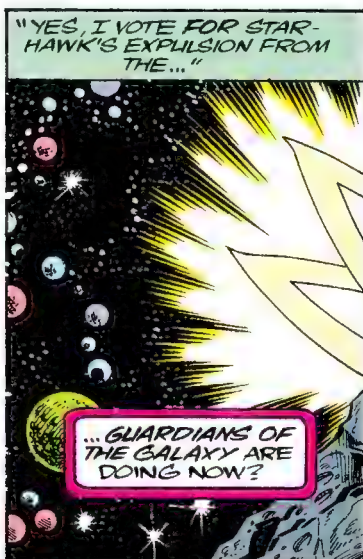
AND TODAY, WE DEBATE
MAKING THAT PREDICTION
A REALITY...



... AND IT'S ALL
UP TO ME...

... AND I REALLY DON'T
HAVE ANY CHOICE...!







I WANT RESULTS NOW, CAPTAIN!

Y-YES MOST HOLY.

I LIVE TO SERVE THEE.

YES, OF COURSE YOU DO--AND DON'T EVER FORGET IT EITHER!

Matriarch! I want you to keep track of Captain Badorde's progress--

B-BUT, PROTEGE, MY DUTY IS TO LOOK AFTER YOU--

YOUR DUTY IS TO DO AS I TELL YOU TO!!

AND WHILE YOU'RE DOING THAT, REPLICA AND I WILL PLAY THIS GREAT NEW GAME SHE TAUGHT ME--TAG!

PLEASE, PROTEGE, I'M SURE THE KYMELLIAN IS DOING ALL HE CAN. PERHAPS WE SHOULD--

OH, NEVER MIND ABOUT HIM...

I'M SURE MALEVOLENCE CAN TAKE CARE OF HIM--LET'S GO HAVE SOME FUN!

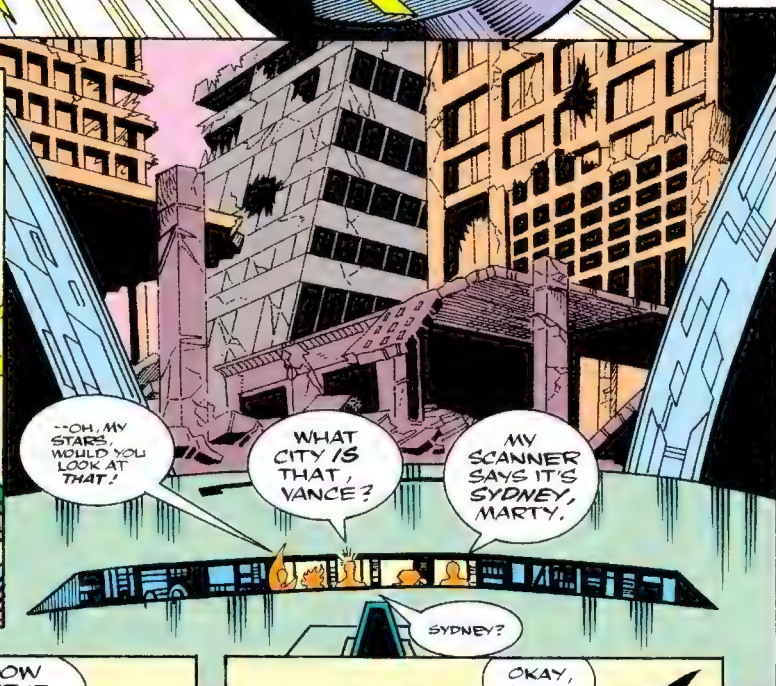
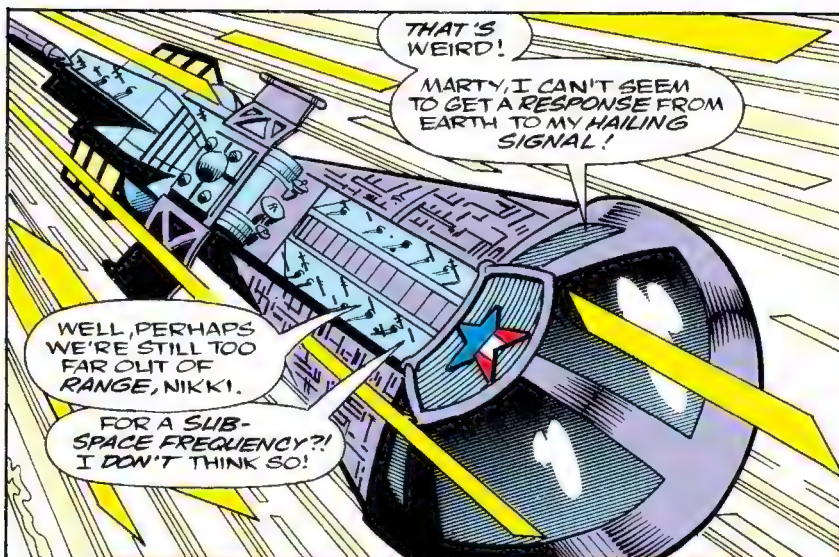
YES, GO. HAVE "FUN" WITH YOUR LITTLE SKRULL PLAYTHING WHILE YOU CAN...

...FOR EVEN NOW A PERMANENT SOLUTION TO HER INTERFERENCE IS BEING FOUND!

I WILL NOT SHARE YOU, MY PRECIOUS LITTLE PROTEGE...

...YOU WILL BE MINE --AND MINE ALONE!

AND, AS MALEVOLENCE PLOTS HER NEXT MOVE ON HOMEWORLD, WE RETURN TO THE U.S.S. CAPTAIN AMERICA II, STILL EN ROUTE TO EARTH, VIA HYPERSPACE!



WHAT IS GOING ON DOWN THERE?

NIKKI, CAN YOU GET ME A VISUAL OF MOSCOW OR NEW YORK CITY?

NOT UNTIL THE PLANET TURNS TOWARD OUR SHIP'S CAMERA'S ORIENTATION, MARTY, NO.

I'M GETTING SOMETHING IN NOW...

...PRINT-OUT SAYS IT'S BEE-GING?

BEETING, NIK. WILL YOU LOOK AT THAT?! IT HAD TO HAVE BEEN A WAR!

BUT HOW IS THAT EVEN POSSIBLE, CHARLIE?

WE HAVEN'T BEEN GONE ALL THAT LONG!

THE YEAR IS 3018, VANCE! WE'VE BEEN GONE FOR OVER FOUR YEARS!

PREPARE TO EXIT HYPERSPACE, PEOPLE.

A LOT CAN HAPPEN IN FOUR YEARS...

...ESPECIALLY WHEN YOU CONSIDER WHAT EARTH WAS LIKE WHEN WE LEFT!

WHAT WAS EARTH LIKE WHEN YOU GUYS LEFT, ANYWAY?

I WASN'T A MEMBER THEN AND YOU GUYS NEVER TALK ABOUT IT!



PROBABLY BECAUSE
THE MEMORY OF IT IS
STILL SO PAINFUL TO
ALL OF US!

"FOR SEVEN LONG YEARS
ALL OF HUMANITY HAD
BEEN UNITED AGAINST A
COMMON ENEMY, THE
BROTHERHOOD OF THE
BADOON!"

"AND WHEN WE
FINALLY WON,
WE CELEBRATED
OUR VICTORY
TOGETHER..."

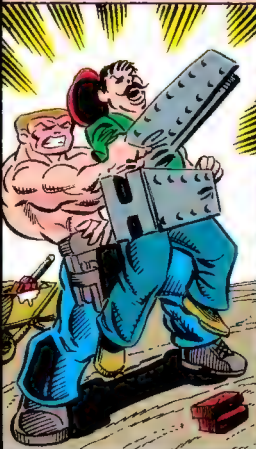


"... AS ONE PEOPLE, ONE RACE--HUMAN!"

"BUT BEFORE TOO
LONG, THE AGE-OLD
PREJUDICES BEGAN
TO REAPPEAR."



"WE GUARDIANS
TRIED TO FIT INTO
SOCIETY..."

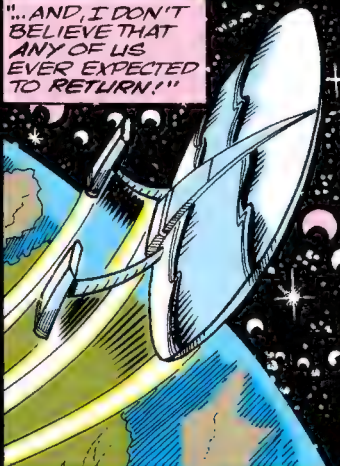


"...BUT EACH OF US,
IN HIS OWN WAY,
FAILED!"

"THUS, IT WAS NOT
DIFFICULT FOR ANY
OF US TO AGREE TO
GO INTO SPACE WITH
STARHAWK..."



"...AND, I DON'T
BELIEVE THAT
ANY OF US
EVER EXPECTED
TO RETURN!"



THE PRECEDING WAS
COURTESY OF MARVEL
PRESENTS #5.
GUARDIANOPHILE CRAIG



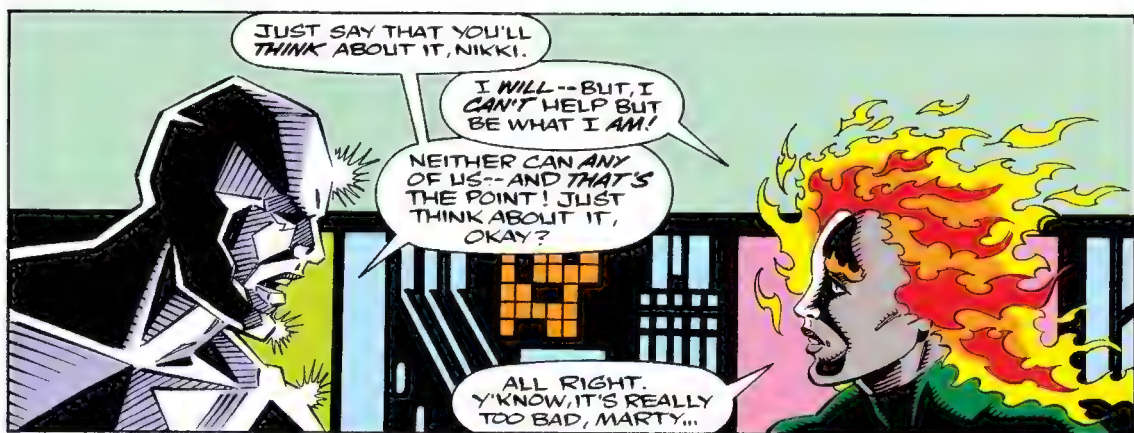
THIS IS WHY
YOUR
PREJUDICES--

BUT
I'M NOT PREJU--

NIKKI, YOU
NEVER EVEN
GAVE REPLICA
A CHANCE!

SURE
I... I...

...I DON'T
KNOW WHAT
TO SAY...

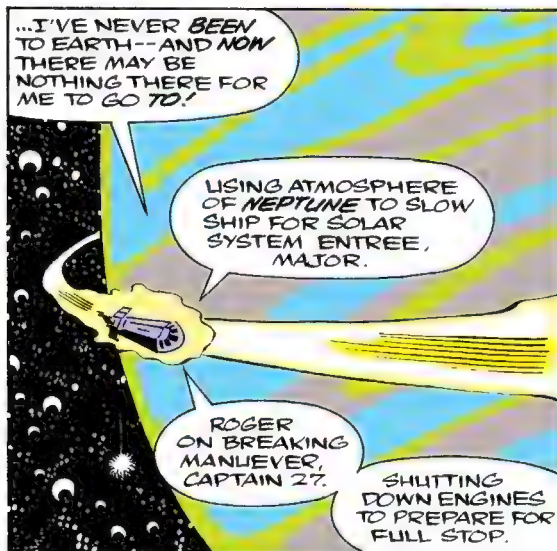


JUST SAY THAT YOU'LL
THINK ABOUT IT, NIKKI.

I WILL--BUT, I
CAN'T HELP BUT
BE WHAT I AM!

NEITHER CAN ANY
OF US--AND THAT'S
THE POINT! JUST
THINK ABOUT IT,
OKAY?

ALL RIGHT.
Y'KNOW, IT'S REALLY
TOO BAD, MARTY...



...I'VE NEVER BEEN
TO EARTH--AND NOW
THERE MAY BE
NOTHING THERE FOR
ME TO GO TO!

USING ATMOSPHERE
OF NEPTUNE TO SLOW
SHIP FOR SOLAR
SYSTEM ENTREE,
MAJOR.

ROGER
ON BREAKING
MANUEVER,
CAPTAIN 27.

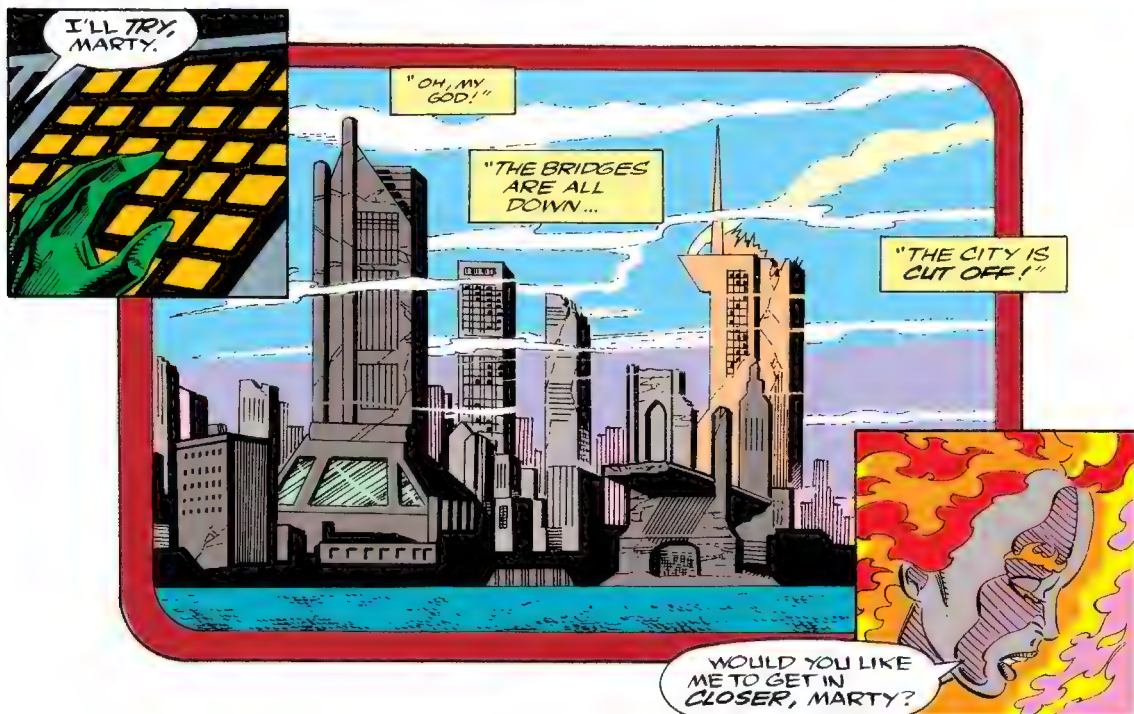
SHUTTING
DOWN ENGINES
TO PREPARE FOR
FULL STOP.



TEN-FOUR ON
ENGINE SHUT-
DOWN. CTAX
5.8 MINUTES.

NIKKI, CAN
YOU GET ME A
VISUAL ON
MANHATTAN,
YET?

* COMPLETED TIME OF ARRIVAL.
-- LINGUISTIC CRAIG



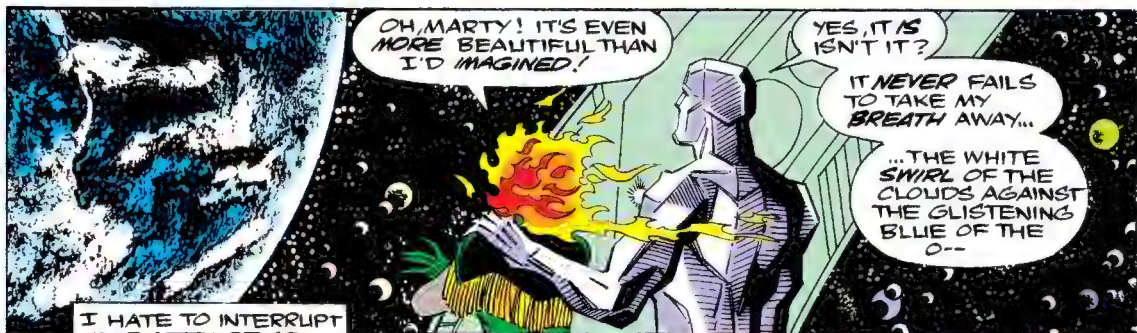
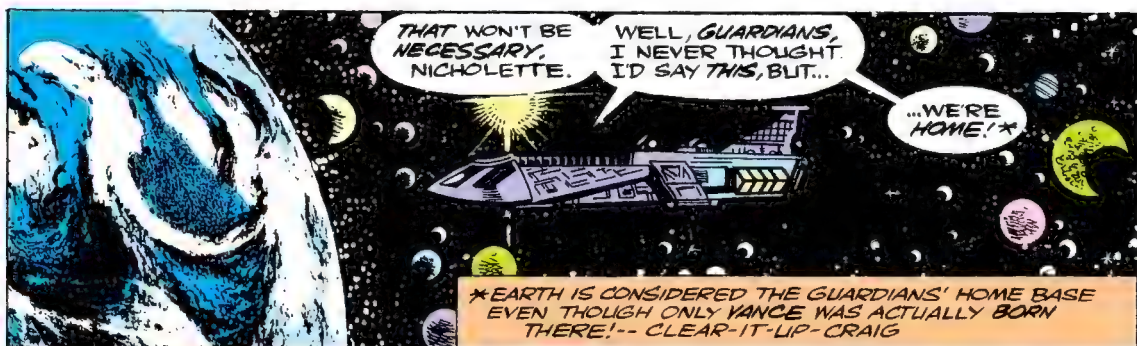
I'LL TRY,
MARTY.

"OH, MY
GOD!"

"THE BRIDGES
ARE ALL
DOWN ...

"THE CITY IS
CUT OFF!"

WOULD YOU LIKE
ME TO GET IN
CLOSER, MARTY?



I HATE TO INTERRUPT YOUR ATTEMPT AT POETRY, MARTY, BUT I AM ANXIOUS TO BEAM DOWN THERE!



WELL, JUST KEEP YOUR SHIRT ON, VANCE, 'CAUSE YOU AIN'T GOIN' ALONE!

I'LL BE DARNED IF I'M GONNA LET YOU HAVE ALL OF THE FUN!

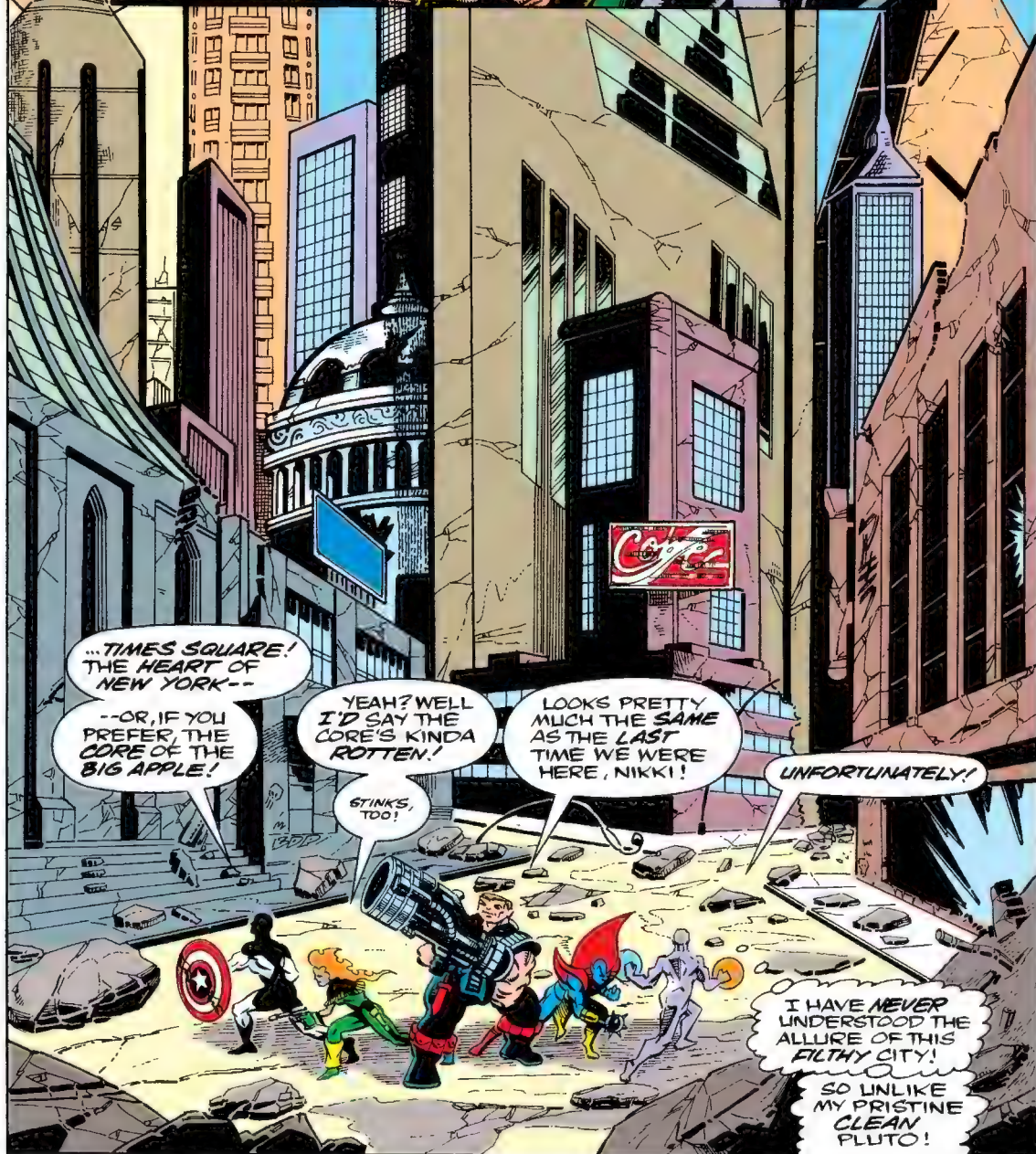


AND, ON THE PLANET BELOW...

SENSORS ARE SHOWIN' A STRONG ENERGY SURGE IN MIDTOWN, TARIN.

MIDTOWN? CAN YOU PINPOINT THE EXACT SPOT, OLD REDD?

YAR, IT LOOKS LIKE IT'S COMIN' FROM...



...TIMES SQUARE!
THE HEART OF
NEW YORK--

--OR, IF YOU
PREFER, THE
CORE OF THE
BIG APPLE!

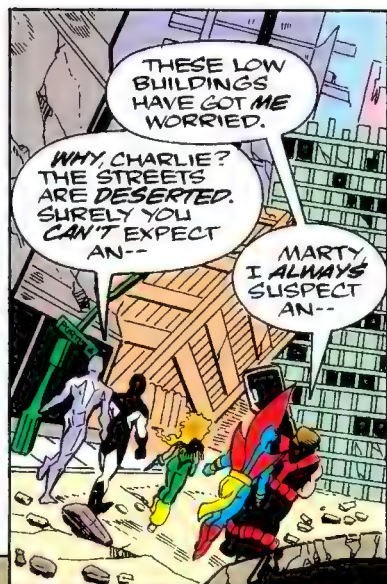
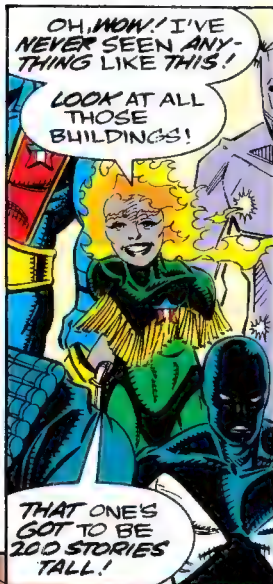
YEAH? WELL
I'D SAY THE
CORE'S KINDA
ROTTEN!

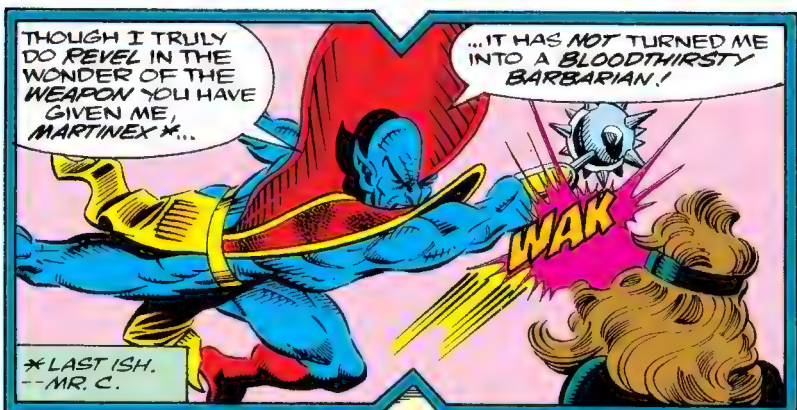
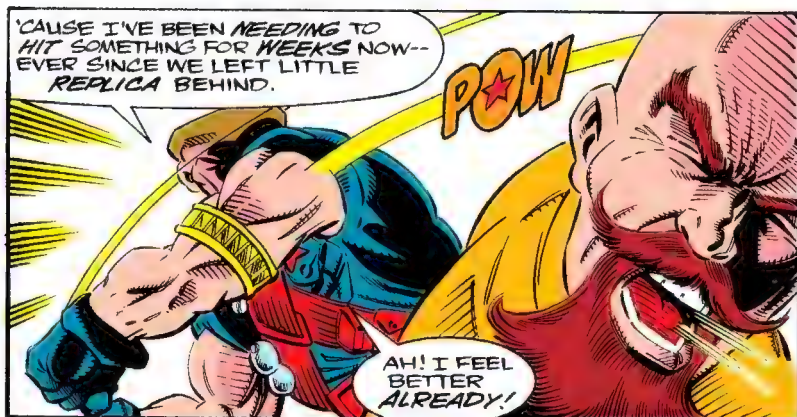
STINKS,
TOO!

LOOKS PRETTY
MUCH THE SAME
AS THE LAST
TIME WE WERE
HERE, NIKKI!

UNFORTUNATELY!

I HAVE NEVER
UNDERSTOOD THE
ALLURE OF THIS
FILTHY CITY!
SO UNLIKE
MY PRISTINE
CLEAN
PLUTO!

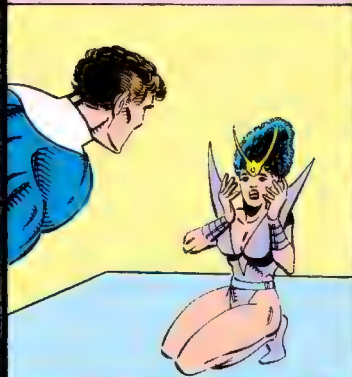




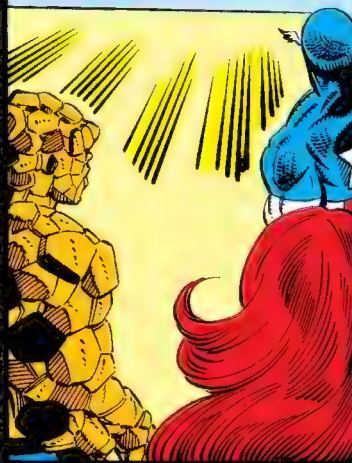


"... FOUR YEARS AGO, TARIN WAS ACCIDENTALLY TRANSPORTED TO THE 20TH CENTURY BY REED RICHARDS' TIME MACHINE!

"SHE MANAGED TO BRING BOTH THE THING AND CAPTAIN AMERICA BACK TO OUR ERA WITH HER!



"WITH THEIR AID, WE WERE ABLE TO CLAIM OUR FIRST VICTORY AGAINST THE BADOON-- THE LIBERATION OF THIS VERY CITY!" *



*FOR A MORE DETAILED ACCOUNTING, REFER TO MARVEL TWO-IN-ONE #4-5. -- LIBRARIAN CRAIG

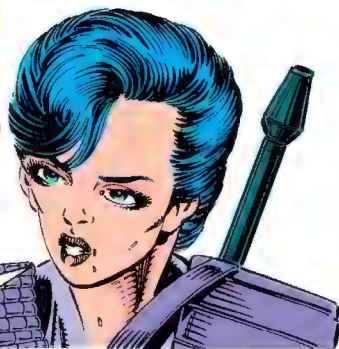


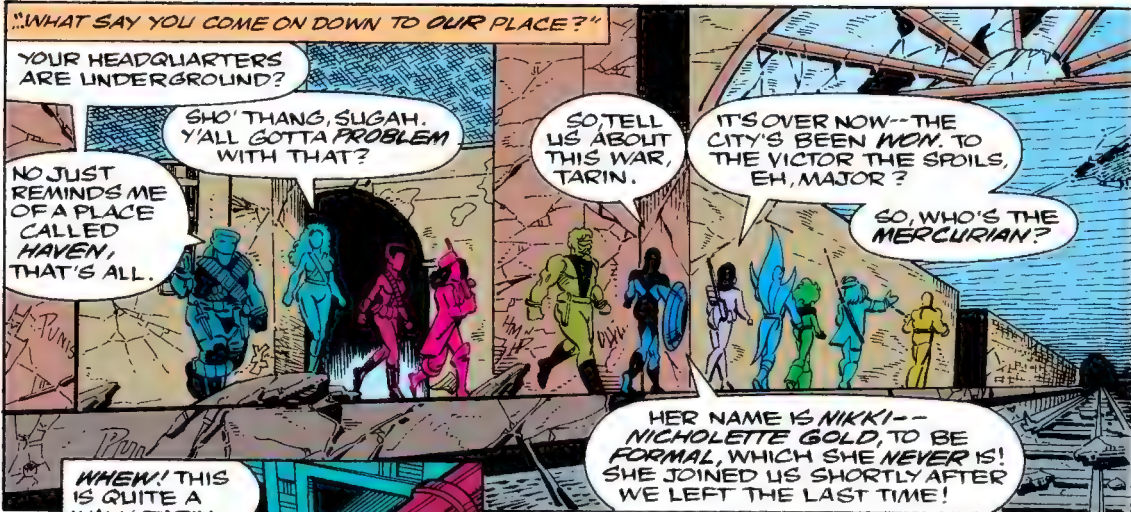
THEN WHAT'S GOING ON HERE? IT LOOKS LIKE A WAR ZONE OUT THERE!

THAT'S THE AFTERMATH OF THE BLOODIEST TURF WAR TO EVER HIT THIS CITY, VANCE.

TURF WAR?

YES, LOOK, WE CAN'T STAY OUT HERE IN THE OPEN, IT'S TOO DANGEROUS...





"WHAT SAY YOU COME ON DOWN TO OUR PLACE?"

YOUR HEADQUARTERS ARE UNDERGROUND?

NO JUST REMINDS ME OF A PLACE CALLED HAVEN, THAT'S ALL.

SHO' THANG, SUGAH. Y'ALL GOTTA PROBLEM WITH THAT?

SO, TELL US ABOUT THIS WAR, TARIN.

IT'S OVER NOW--THE CITY'S BEEN WON. TO THE VICTOR THE SPOILS, EH, MAJOR?

SO, WHO'S THE MERCURIAN?

HER NAME IS NIKKI-- NICHOLETTE GOLD, TO BE FORMAL, WHICH SHE NEVER IS! SHE JOINED US SHORTLY AFTER WE LEFT THE LAST TIME!

WHEW! THIS IS QUITE A WALK, TARIN.

DON'T TELL ME IT'S TOO MUCH FOR YOU, MAJOR ASTRO.

WHAT IS IT-- TWENTY BLOCKS?

YES, GIVE OR TAKE A BLOCK OR TWO.

LET'S SEE, TWENTY BLOCKS IN WHAT? A NORTH-EASTERN DIRECTION? THAT WOULD BE...

...SONUVA--THAT WOULD MAKE THIS... AVENGERS MANSION!

IT WAS AVENGERS MANSION--OR, AT LEAST THE SUB-SUB-BASEMENT OF IT! NOW IT'S OURS!

YOURS? I DUNNO, TARIN. THAT DOESN'T SEEM RIGHT.

THAT'S AN ODD THING FOR A MAN CARRYING A FACSIMILE OF CAPTAIN AMERICA'S SHIELD TO SAY!

IT'S NOT A FACSIMILE, MY FRIEND. THIS IS THE REAL THING!



WELL, I CAN SEE THAT WE HAVE A LOT TO DISCUSS! BUT, FIRST, LET ME INTRODUCE THE COMMANDEERS TO YOU...

THIS IS CRAZY NATE.

WE CALL THE STRONG, SILENT GUY HOLLYWOOD.

...AND INEZ.

THE TALL BLONDE CALLS HERSELF BELLE.

...AND FINALLY MY RIGHT HAND MAN, OLD REDD!

GABRIELLE, OUR COMMUNICATIONS EXPERT...

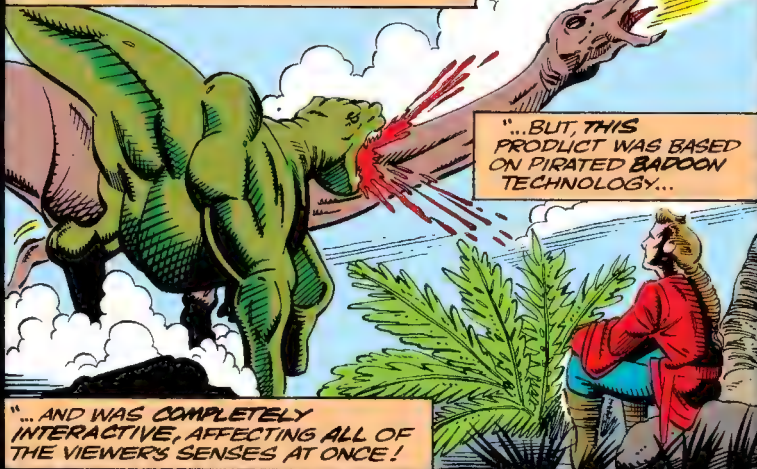
GLAD TO MEET YOU ALL...

...NOW, PLEASE, TELL US WHAT'S HAPPENED HERE!

IT ALL STARTED SHORTLY AFTER YOU GUARDIANS LEFT THE EARTH.

A CONSORTIUM INTRODUCED A NEW HOME ENTERTAINMENT CENTER ON THE MARKETPLACE!

"LIKE OTHER HOLO-VIDS BEFORE IT, REALITEE-YEE BROUGHT THE VIEWER DIRECTLY INTO THE PROGRAM..."



"...BUT, THIS PRODUCT WAS BASED ON PIRATED BADOON TECHNOLOGY..."

"...AND WAS COMPLETELY INTERACTIVE, AFFECTING ALL OF THE VIEWER'S SENSES AT ONCE!"

"BUT, MOST INSIDIOUS OF ALL WAS THE FACT THAT THE SET EMITTED A HIGHLY ADDICTIVE GAS!"



"THE ALIEN NARCOTIC WASN'T DISCOVERED UNTIL IT WAS TOO LATE!"

"THE DRUG KEPT PEOPLE IN FRONT OF THEIR SETS. THEY WOULDN'T GET UP TO EAT, SLEEP OR ANYTHING!"



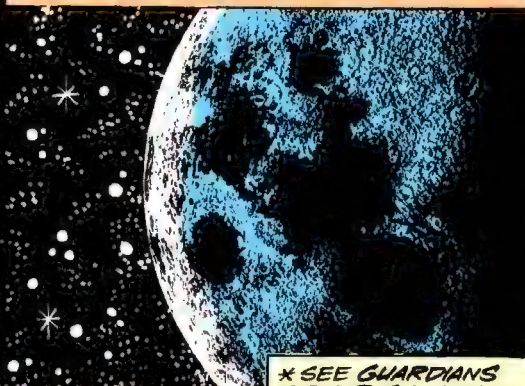
"EVENTUALLY, THEY DIED IN FRONT OF THEIR SETS!"

"AND, WHILE THE OLDER GENERATION DIED FOR THEIR ENTERTAINMENT..."



"...THE KIDS TOOK TO THE STREETS-- AND THE TURF WAR BEGAN!"

"DURING THE ENSUING ANARCHY ON EARTH, THE ENSLAVED COLONY OF LUNA* SECEDED FROM THE EARTH-GOV..."



"...WITHOUT SHEDDING A DROP OF BLOOD!"

* SEE GUARDIANS OF THE GALAXY ANNUAL #1. CROSS-REFERENCIN' CRAIG.

"THE SAME COULD NOT BE SAID FOR EARTH!"

"AFTER OVER A YEAR OF BLOODY FIGHTING, A VICTOR EMERGED..."



"THE MOST VIOLENT AND RUTHLESS STREET ARMY OF THEM ALL--"

PUNISHERS!

THE PUNISHERS?
THAT'S JUST NOT
POSSIBLE!



HOW COULD A GANG
OF 31ST CENTURY
KIDS...

... KNOW ABOUT
A MAN WHO
LIVED...



... ONE THOUSAND
YEARS AGO...?

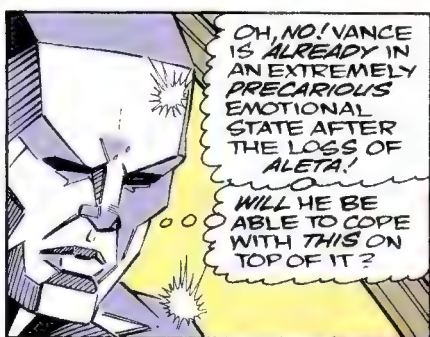
OMIGOD!
MY
DOCU-CHIPS!



THEY LEARNED
ABOUT FRANK
CASTLE FROM
ME, DIDN'T
THEY?



FROM MY DOCU-
CHIPS ABOUT 20TH
CENTURY SUPER
HEROES!



OH, NO! VANCE
IS ALREADY IN
AN EXTREMELY
PRECARIOUS
EMOTIONAL
STATE AFTER
THE LOSS OF
ALETA!

WILL HE BE
ABLE TO COPE
WITH THIS ON
TOP OF IT?

OR WILL HE
REGRESS TO
HIS FORMER
STATE OF
PERPETUAL
SELF-PITY?

THEN, THAT
CLINCHES
IT--

--I'M
STAYING!



I'VE GOT TO TRY
AND UNDO SOME OF
THE DAMAGE I'VE DONE!



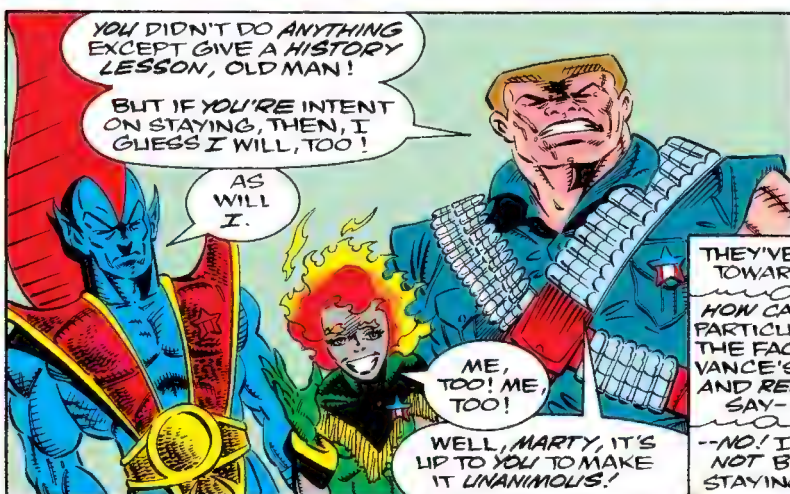
YOU DIDN'T DO ANYTHING
EXCEPT GIVE A HISTORY
LESSON, OLD MAN!

BUT IF YOU'RE INTENT
ON STAYING, THEN, I
GUESS I WILL, TOO!

AS
WILL
I.

ME,
TOO! ME,
TOO!

WELL, MARTY, IT'S
UP TO YOU TO MAKE
IT UNANIMOUS!

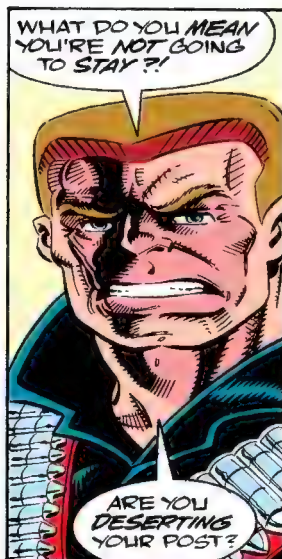


THEY'VE ALL TURNED
TOWARD ME!

HOW CAN I,
PARTICULARLY IN
THE FACE OF
VANCE'S COURAGE
AND RESOLVE,
SAY--

--NO! I WILL
NOT BE
STAYING!





WHAT DO YOU MEAN YOU'RE NOT GOING TO STAY?!

ARE YOU DESERTING YOUR POST?



OH, COME ON, CHARLIE! THAT'S NOT FAIR!

I'VE BEEN THERE FOR THE GUARDIANS PLENTY OF TIMES!

I JUST WANT SOMETHING DIFFERENT FOR THE TEAM THAN THIS!



LIKE WHAT, MARTY? OUR MISSION IS TO LIBERATE OPPRESSED PLANETS, ISN'T IT?



YES, OF COURSE, BUT I HAVE A VISION FOR A TRULY GALACTIC GROUP OF GUARDIANS, NIKKI--

I SEE A TEAM ONE THOUSAND MEMBERS STRONG!



I MEAN, LOOK AT US-- FIVE PEOPLE TO GUARD AN ENTIRE GALAXY?

EVEN IF WE HAD ENORMOUS POWER, IT WOULD BE AN UNREALISTIC GOAL!



BUT, AN EXPANSION TEAM COMPRISED OF FREE AGENTS-- EACH ASSIGNED TO PROTECT A SEPARATE QUADRANT...

...NOW THAT JUST MIGHT WORK!

WE REALLY COULD GUARD THE GALAXY FROM ANY THREAT!



EXCUSE ME, I REALIZE THIS IS GUARDIANS BUSINESS, WHICH IS WHY WE'VE KEPT QUIET, BUT...

...DIDN'T THE AVENGERS DO SOMETHING SIMILAR TO THIS?



YES, VERY SIMILAR, TARIN...

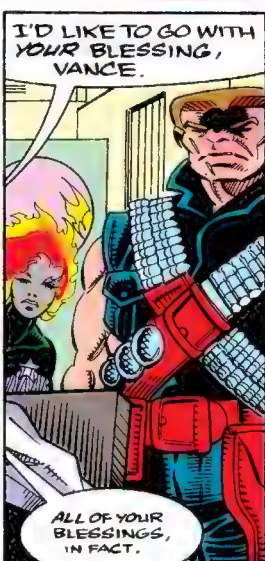
...ONLY THIS WILL BE ON A FAR MORE GRANDIOSE SCALE.



JUST THINK ABOUT WHAT'S OUT THERE, VANCE-- MALEVOLENCE, GALACTUS, THE PROTEGE...

WE NEED AN ORGANIZATION POWERFUL ENOUGH TO DEAL WITH THEM!

MY PLAN IS TO GO TO MAIN FRAME'S WORLD AND WORK OUT THE PARAMETERS WITH HIM.



I'D LIKE TO GO WITH YOUR BLESSING, VANCE.

ALL OF YOUR BLESSINGS, IN FACT.



"WHAT DO YOU SAY, VANCE?"

"VANCE?"



ISN'T IT TIME WE BOTH GOT BACK TO DOING WHAT WE DO BEST?

ME RIDING A COMPLITER CONSOLE...

...AND YOU LEADING THE GUARDIANS!



THERE'S NO TALKING YOU OUT OF THIS, IS THERE?

NO, I'M AFRAID NOT.

I DIDN'T THINK SO.

I'M GOING TO MISS YOU, OLD FRIEND.

AND I, YOU.



I'M GOING TO MISS YOU, OLD FRIEND.

YOU SHALL ALWAYS BE WITH US, MARTINEZ. FOR YOU SHALL NEVER BE FAR FROM OUR THOUGHTS.

I'LL STAY IN TOUCH, LET YOU KNOW HOW I'M PROGRESSING.

I KNOW WE'VE HAD OUR DIFFERENCES IN THE PAST, MARTY, BUT...

...GOODBYE, DEAR FRIENDS.

I KNOW, NICHOLLETTE, WE'VE BEEN TOGETHER A LONG TIME.

I HOPE WE'LL BE TOGETHER AGAIN BEFORE TOO VERY LONG BUT, UNTIL THEN...



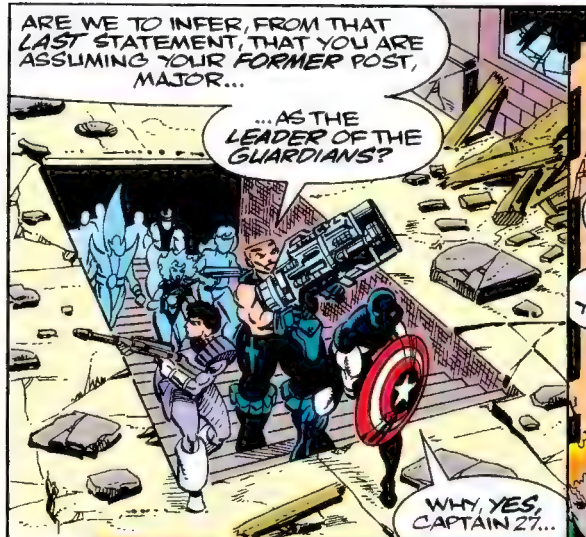
AND, SHORTLY AFTER MARTINEZ LEAVES IN THE U.S.S. CAPTAIN AMERICA II...

SO, WHAT'S THE GAME PLAN, MAJOR ASTRO, SIR?

THE FIRST ORDER OF BUSINESS WILL BE TO TAKE OUT THOSE T.V. SETS, NIK.

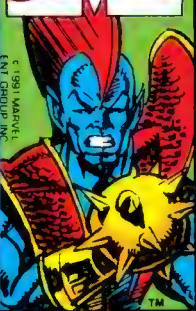
YOU CAN'T DO THAT! YOU'LL HAVE AN ENTIRE CITY GOING THROUGH SERIOUS WITHDRAWAL SYMPTOMS.

AT LEAST THEY'LL SURVIVE, TARIN! AND THAT'S ALL THAT'S IMPORTANT TO ME-- AND TO MY TEAM!





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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

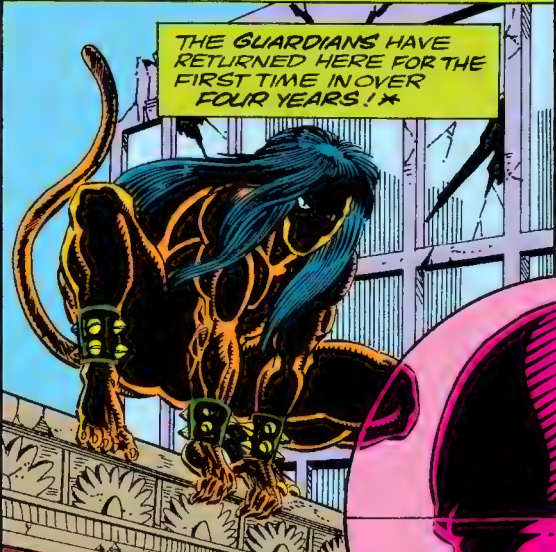
GUARDIANS OF THE GALAXY

PUNISHED



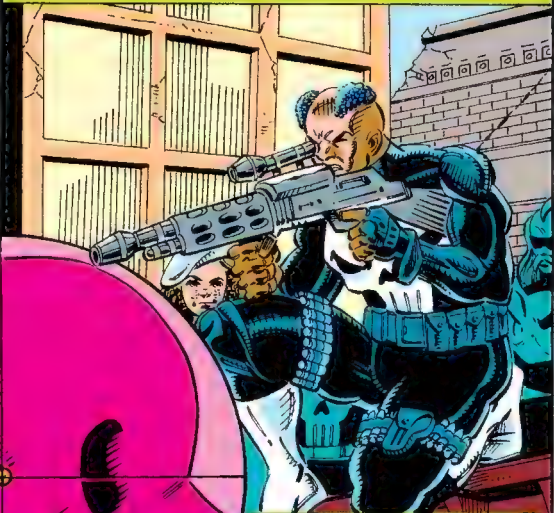
MAJOR VANCE ASTRO! CHARLIE 27! NIKKII YONDUI FOUR EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA. THEIR MISSION—TO SAFEGUARD THE MILKY WAY!
STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

THE YEAR IS 3018 A.D. ! THE PLACE IS THE ISLAND OF MANHATTAN, PLANET EARTH!



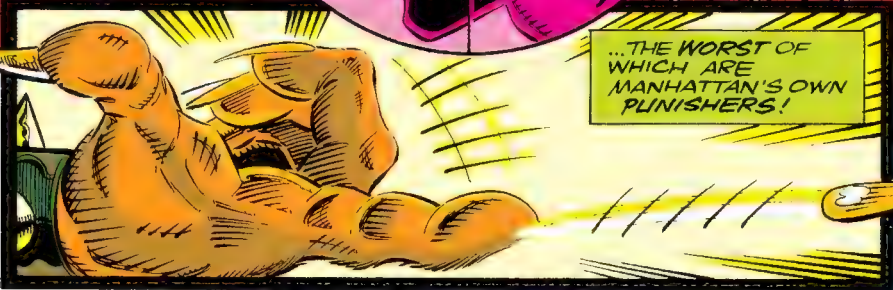
THE GUARDIANS HAVE RETURNED HERE FOR THE FIRST TIME IN OVER FOUR YEARS ! *

WHAT THEY FOUND, UPON THEIR RETURN, WAS A WORLD DEVASTATED BY A FULLY INTERACTIVE FORM OF TELEVISION THAT EMITTED A HIGHLY ADDICTIVE NARCOTIC...



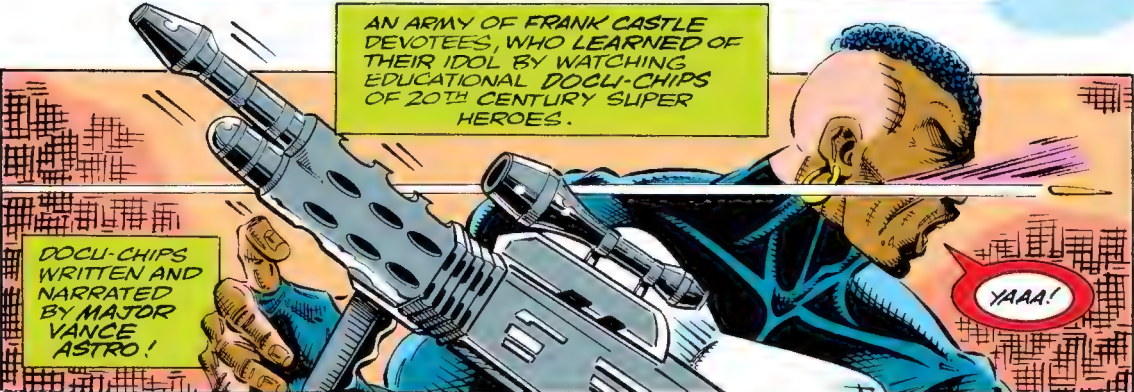
... AND THE STREETS OVERRUN BY GANGS OF YOLTHS, NOW GROWN INTO VIRTUAL ARMIES...

*LAST ISSUE--GO OUT AND GET IT NOW, WE'LL WAIT FOR YOU TO COME BACK!
-- CRAIG AND JIM.



...THE WORST OF WHICH ARE MANHATTAN'S OWN PUNISHERS!

AN ARMY OF FRANK CASTLE DEVOTEES, WHO LEARNED OF THEIR IDOL BY WATCHING EDUCATIONAL DOCLI-CHIPS OF 20TH CENTURY SUPER HEROES.



DOCLI-CHIPS WRITTEN AND NARRATED BY MAJOR VANCE ASTRO!

YAAA!





ALL RIGHT, PUNISHERS! DERE'S A BONUS IN IT FO' ANY HIT! DOUBLE IF YOUSE CUTS ANY O' DEM DOWN!



AIN'T YOU GETTIN' IN ON IT, NED?

"NAW, JOEY, I WANT DAT FREAK ON DA BUILDIN' ACROSS DA STREET!"



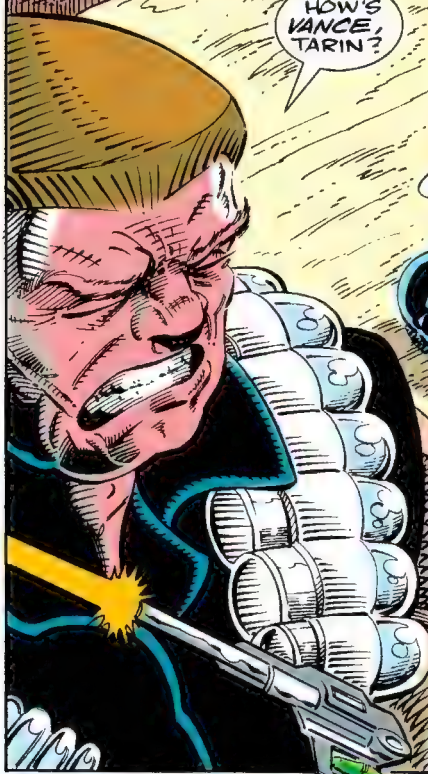
NOT WITH AN AIM LIKE THAT, BUNKY!

STILL, I'D BETTER BOOK...

...WOULDN'T WANT HIM TO GET LUCKY... AGAIN!

HOW'S VANCE, TARIN?

HE'S ALIVE, BUT HE'S GOING TO NEED A LOT MORE THAN JUST A FIELD DRESSING!



THANKFULLY, THE BULLET DIDN'T PENETRATE THE TEMPLE...

...BUT IT DID RUPTURE THE SUIT!

WHAT?! BUT THAT'S IMPOSSIBLE! THAT SUIT'S MADE OUT OF ADAMANTIUM -- NOTHING CAN TEAR IT!

OH, SURE, SEVERAL THINGS CAN! DARGONITE, FOR EXAMPLE.



DARGONITE?

"YEAH, FIRST INVENTED BY A 26TH CENTURY--"

ENOUGH WITH THE HISTORY LESSON, NATE!



HOLLYWOOD, GET THE MAJOR DOWN TO OUR SICKBAY...

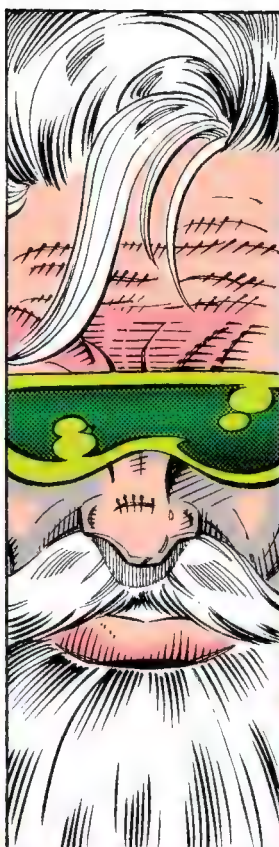
...AND PUT HIM ON ICE!

BUT, TARIN, YOU KNOW WHAT I THINK ABOUT HIM!



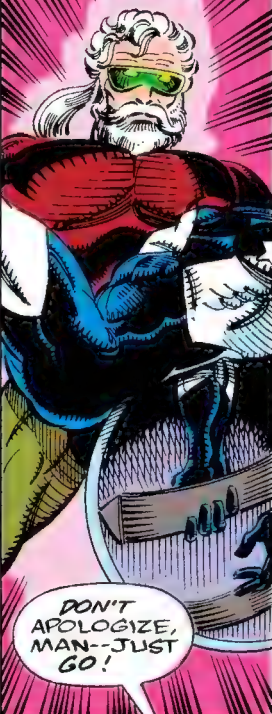
YOU WILL PUT YOUR PERSONAL FEELINGS ASIDE, MISTER...

...AND DO YOUR DUTY! IS THAT CLEAR?!



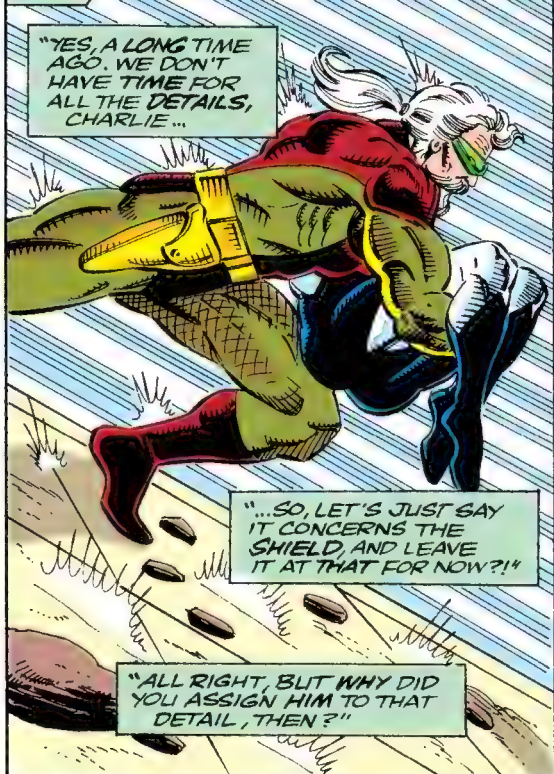
CLEAR AS GLASS, BOSS...

...SORRY.



DON'T APOLOGIZE, MAN--JUST GO!

"WHAT'S HIS PROBLEM WITH VANCE, TARIN? HE'S NEVER EVEN MET HIM BEFORE--HAS HE?"

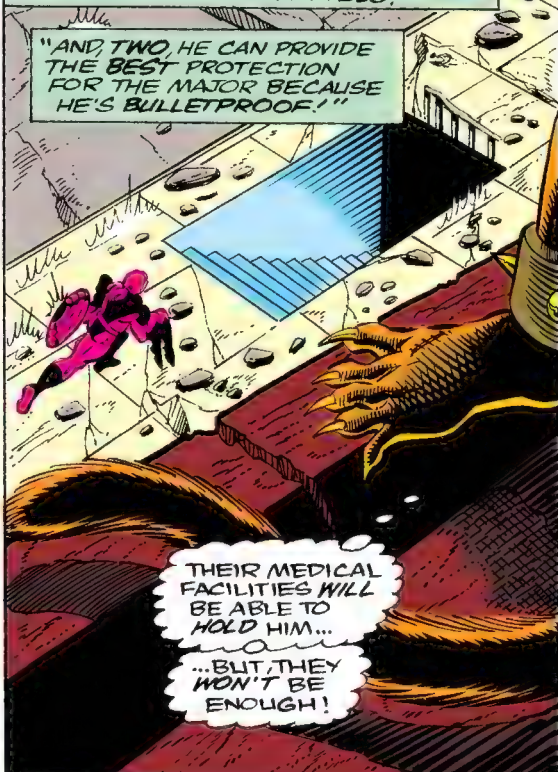


"YES, A LONG TIME AGO. WE DON'T HAVE TIME FOR ALL THE DETAILS, CHARLIE..."

"...SO, LET'S JUST SAY IT CONCERNS THE SHIELD, AND LEAVE IT AT THAT FOR NOW?!"

"ALL RIGHT, BUT WHY DID YOU ASSIGN HIM TO THAT DETAIL, THEN?"

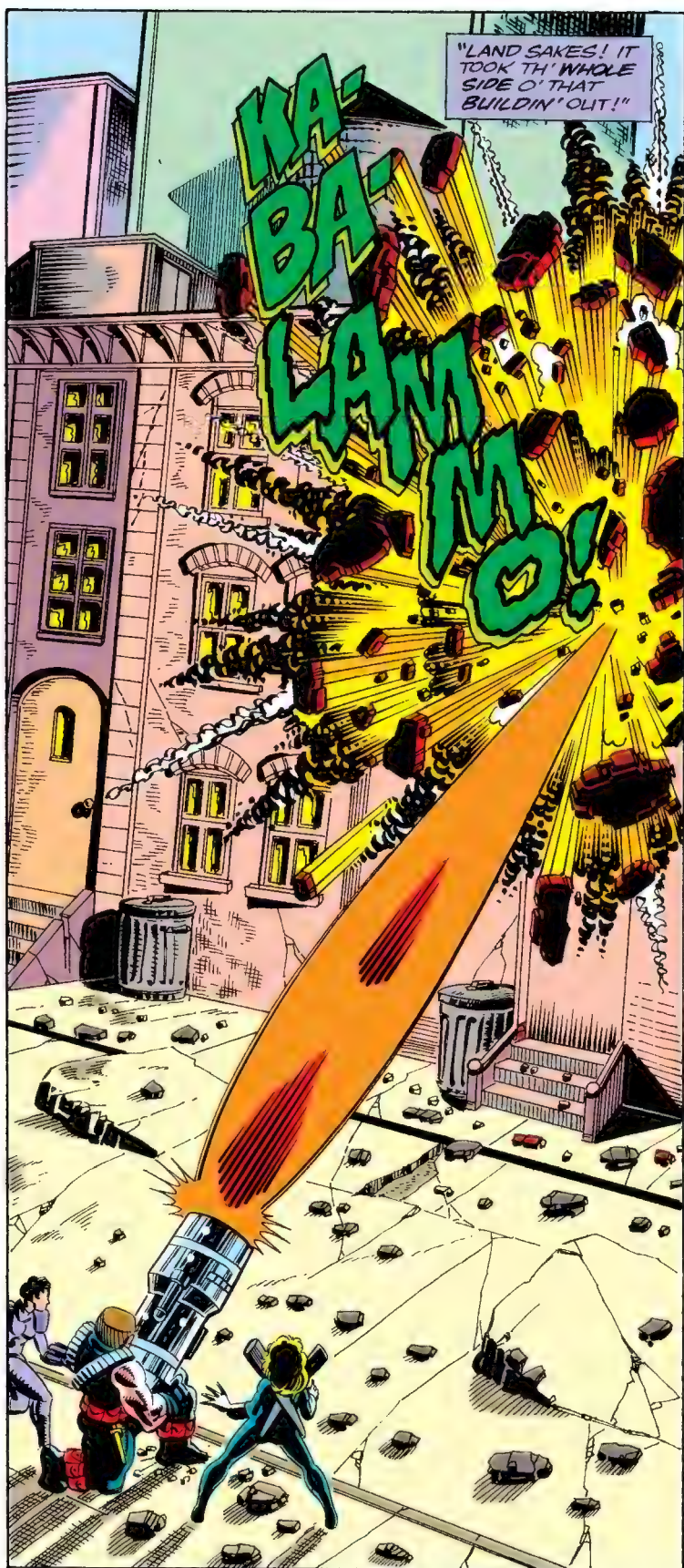
"TWO REASONS: ONE, HE NEVER, EVER DRAWS HIS GUN, SO HE'S OF LITTLE USE IN LONG-RANGE BATTLES!"

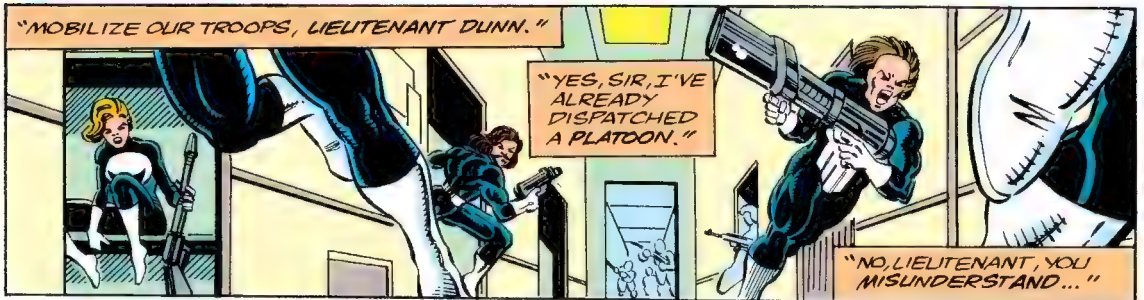
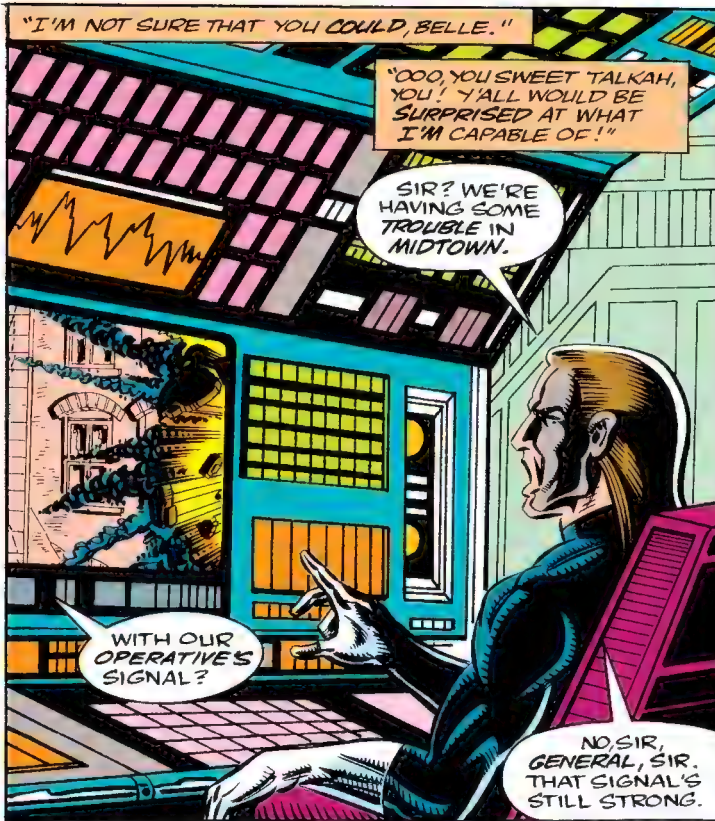


"AND, TWO, HE CAN PROVIDE THE BEST PROTECTION FOR THE MAJOR BECAUSE HE'S BULLETPROOF!"

THEIR MEDICAL FACILITIES WILL BE ABLE TO HOLD HIM...

...BUT, THEY WON'T BE ENOUGH!





"AND, IF THE GUARDIANS OF THE GALAXY ARE IN OUR WAY, THEN THEY'LL FALL AS WELL!"

AND, WITH THAT, WE TURN OUR ATTENTION TO THE STARSHIP U.S.S. CAPTAIN AMERICA II, NOW MANY LIGHT YEARS FROM EARTH AND ENTERING INTO ORBIT AROUND THE PLANET...

...COULD!

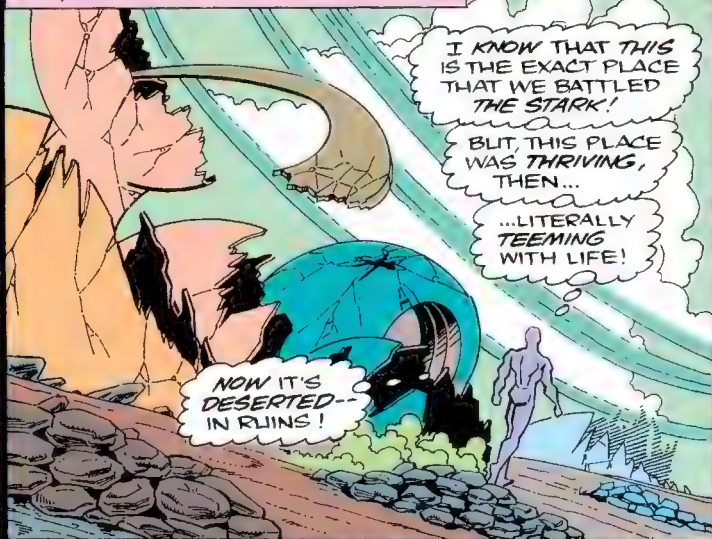
THINK I'LL STOP AND LOOK IN ON THEM...

...SEE HOW THINGS HAVE PROGRESSSED SINCE THE LAST TIME WE WERE HERE! *



* WAYBACK IN ISSUE #4.
-- CRAIG

AND, SHORTLY AFTER BEAMING DOWN...



I KNOW THAT THIS IS THE EXACT PLACE THAT WE BATTLED THE STARK!

BUT, THIS PLACE WAS THRIVING, THEN...

...LITERALLY TEEMING WITH LIFE!

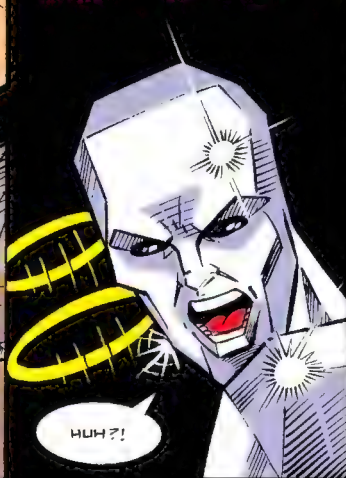
NOW IT'S DESERTED-- IN RUINS!

ALL I SEE ARE GRAVES AND-- UNBURIED BONES.

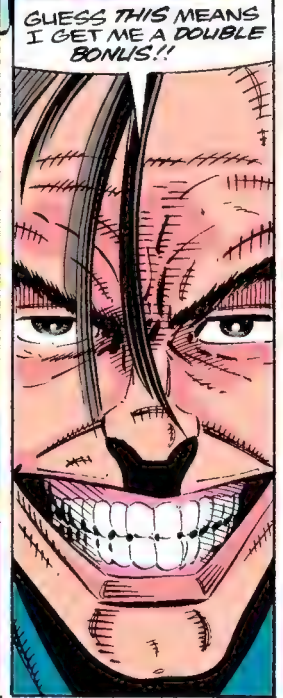
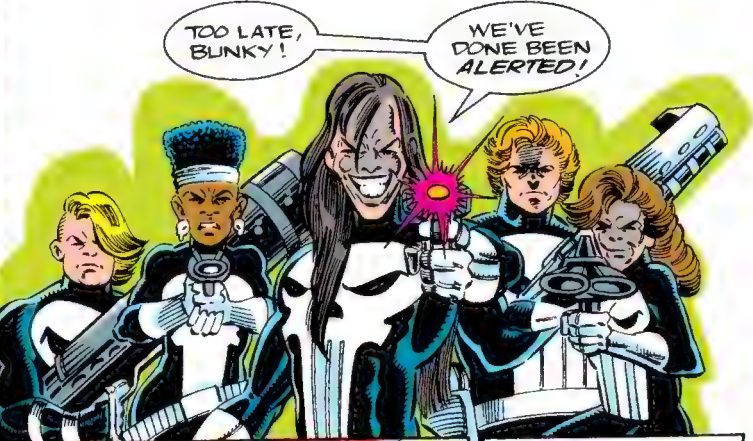
WHAT COULD HAVE HAPPENED IN THE YEAR AND A HALF SINCE WE LEFT?!

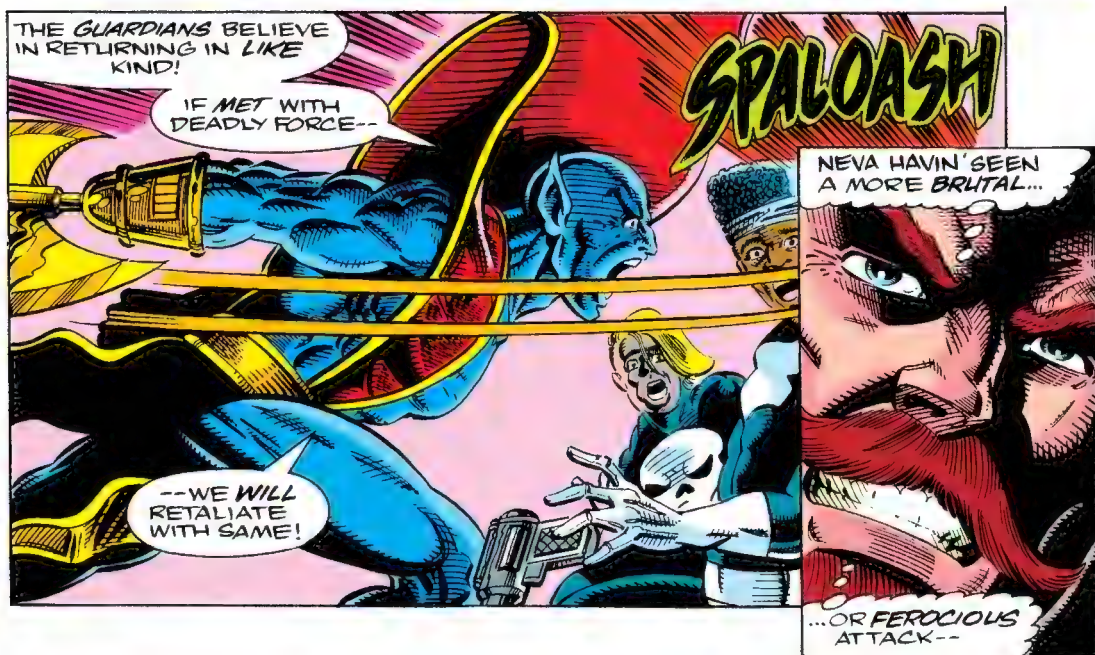
WHAT COULD HAVE BECOME OF--

MURDERER!



HUH?!





"-- IT BE LIKE DE
ANGER BEEN
SWELLIN' UP INSIDE
HIM FO' A LONG
TIME !"

...AND MAYBE
IT HAS, I
DON'T KNOW.

WHAT I DO KNOW
IS THAT WE CAN'T
GET OVER CONFI--

NATE, LOOK
OUT !!

HUH ?!

**BRATTA
DATT
DATT**

YSEE ! JUST BECAUSE
CHARLIE MANAGED TO
KNOCK THAT BUILDING
OUT FROM UNDER THEM...

...DOESN'T MEAN
THAT THEY'RE
JUST GOING TO
GIVE UP!

CAN'T GET A BEAD
ON HER--SHE'S
MOVIN' TOO
FAST!

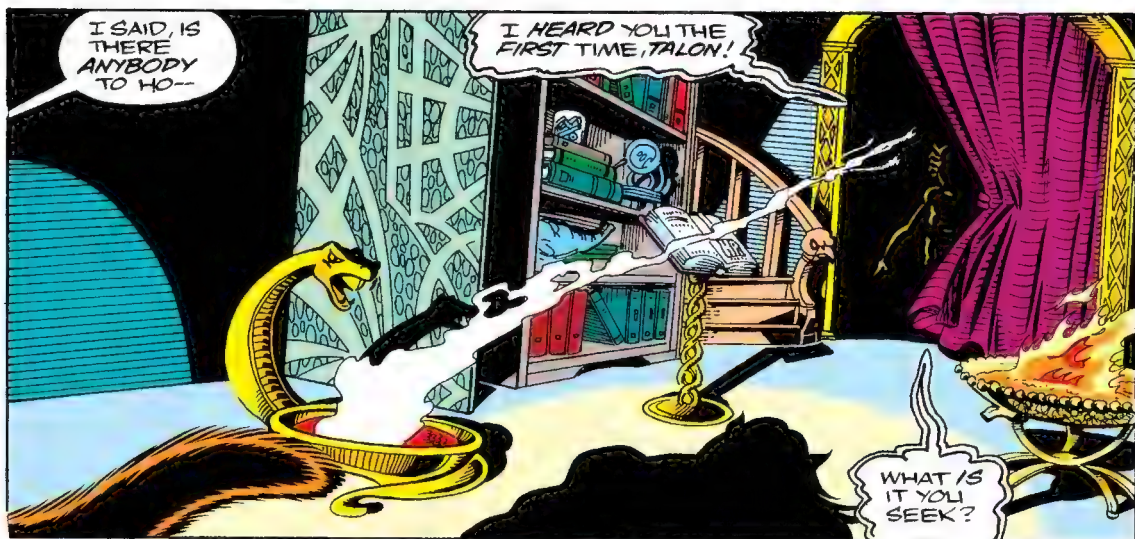
IT'S OKAY, NATE,
JUST HELP ME GET
TO THE ROOF OF
THAT BUILDING--

--I DON'T GIVE UP
VERY EASILY, EITHER!

AND, IN ANOTHER PART OF TOWN...

YOO-
HOO!

ANYBODY
HOME?



I SAID, IS THERE ANYBODY TO HO--

I HEARD YOU THE FIRST TIME, TALON!

WHAT IS IT YOU SEEK?



WELL, DO YOU REMEMBER HOW YOU TOLD ME THAT IF I **EVER** NEEDED ANY **HELP** WITH **ANYTHING**, JUST TO **ASK** YOU AND YOU'D DO WHATEVER YOU **HAD** TO DO TO **HELP**?

YES, OF **COURSE** I REMEMBER

GOOD, 'CAUSE I'M **ASKIN'**!



¡SIGH! WHAT **KIND** OF TROUBLE ARE YOU IN **NOW**, MY **IMPETUOUS** FRIEND?

NOW, IT'S NOT **ME** THIS TIME ...

...Y'SEE, THERE'S THIS NEW GROUP OF PEOPLE HANGIN' WITH THE **COMMANDERS**-- AND ONE OF THEM GOT SHOT BY THE **PUNISHERS**!

WHAT DID THIS PERSON LOOK LIKE, MY SON?

WHAT DOES **THAT** MATTER? HE WORE **SILVER** AND **BLACK** AND CARRIED A BIG **DISK-SHAPED** SHIELD!

I SEE....

YES, I WILL COME **IMMEDIATELY**!



AND, AS CHARLIE "INTERROGATES" NED...

GOTTA TIME
THIS JUST
RIGHT...

...SOMERSAULT
DOWN IN
FRONT OF
HER...

HUH?!

HI YA,
HONEY! WHO
DOES YOUR
HAIR?

WHA--?

WAK

SORRY,
WRONG
ANSWER!

I HOPE THIS
DOESN'T PULL
MY ARM OUT OF
ITS SOCKET!

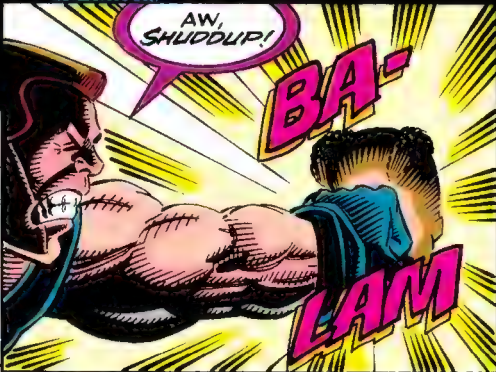
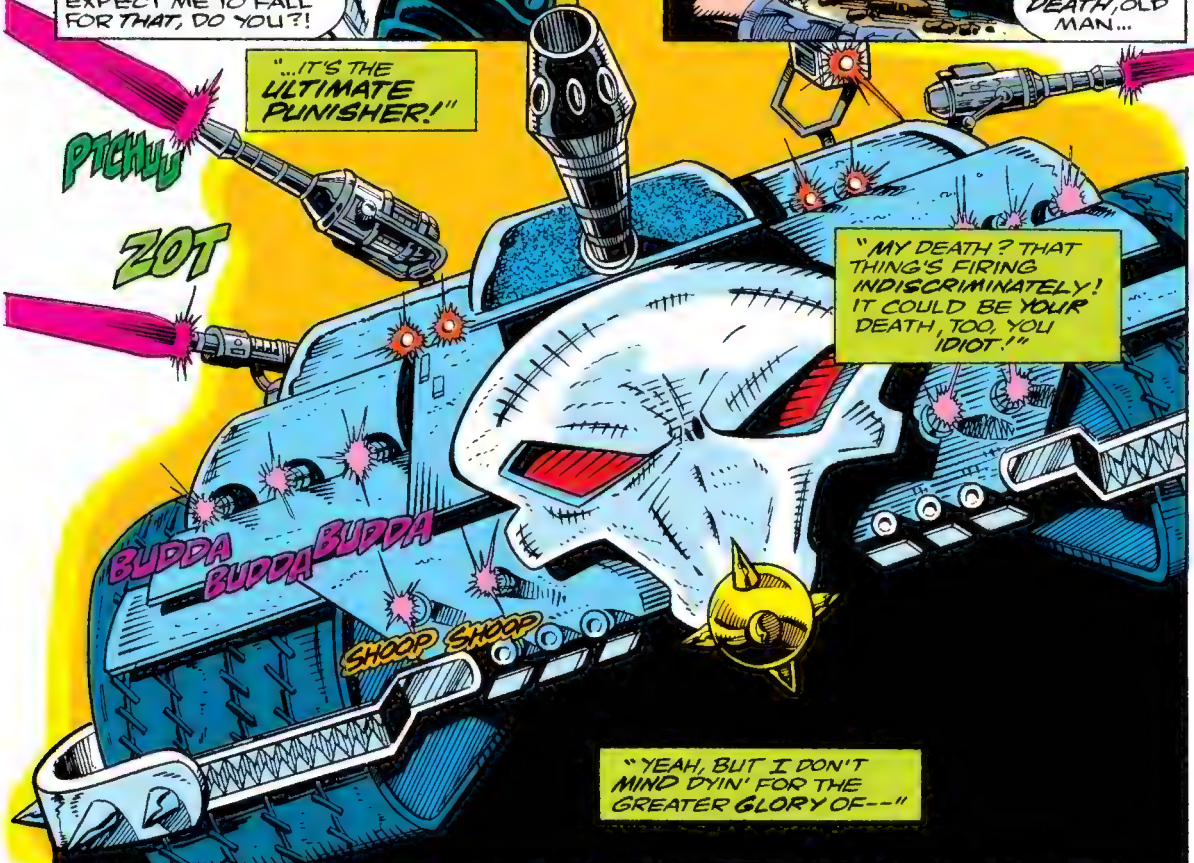
YES!
GOT IT!

LIKE THEY USED
TO SAY IN THOSE
OLD COWBOY
HOLO-CHIPS OF
VANCE'S...

**HI, HO,
SILVER,
AWAY!**

DARN! I PROMISED
MYSELF I WOULDN'T
EVEN THINK ABOUT
VANCE UNTIL THIS
BATTLE WAS OVER!







...BECAUSE I
INTEND TO BLOW
THEM TO
KINGDOM
COME!!

BOOM

BARDOOMM

UH-OH.

YOU WOULDN'T
HAPPEN TO HAVE
A PLAN B ON
YOU, WOULD
YOU, TARIN?

YEAH, WE
PICK UP OUR
GEAR AND
RUN!

UH-HUH,
GOOD PLAN--
I LIKE IT!

I GOT A
PATCH OVER
NATE'S EYE...

...I THINK
HE'S GONNA
LOSE IT!

GABE, CAN YOU
CARRY NATE? GOOD!
NOW, EVERYONE,
FOLLOW ME...

... I KNOW THESE
ALLEYS LIKE THE
BACK OF MY
HAND!

WE'LL LOSE
THEM YET!

I CAN'T BELIEVE THIS!
I ALWAYS THOUGHT THAT
IF THEY RETURNED, THE
GUARDIANS WOULD
SOLVE ALL OF OUR
PROBLEMS...

IS HE
OKAY?

HE'LL
LIVE.

...BUT THINGS HAVE
ONLY GOTTEN PRO-
GRESSIVELY WORSE
SINCE THEY'VE BEEN
HERE! INEZ IS DEAD,
NATE IS CRITICALLY
INJURED...

"...AND, LORD KNOWS WHAT KIND OF SHAPE MAJOR ASTRO'S IN!"

HE'S SAFE INSIDE
OF THAT VACUUM
CHAMBER...

...BUT, I CAN'T HELP
BUT HAVE A LOT OF MIS-
GIVINGS ABOUT THIS
MAN!

SURE, I KNOW HOW
IT FEELS TO BE DIS-
PLACED IN TIME... TO
HAVE OUTLIVED ALL
OF YOUR FRIENDS...

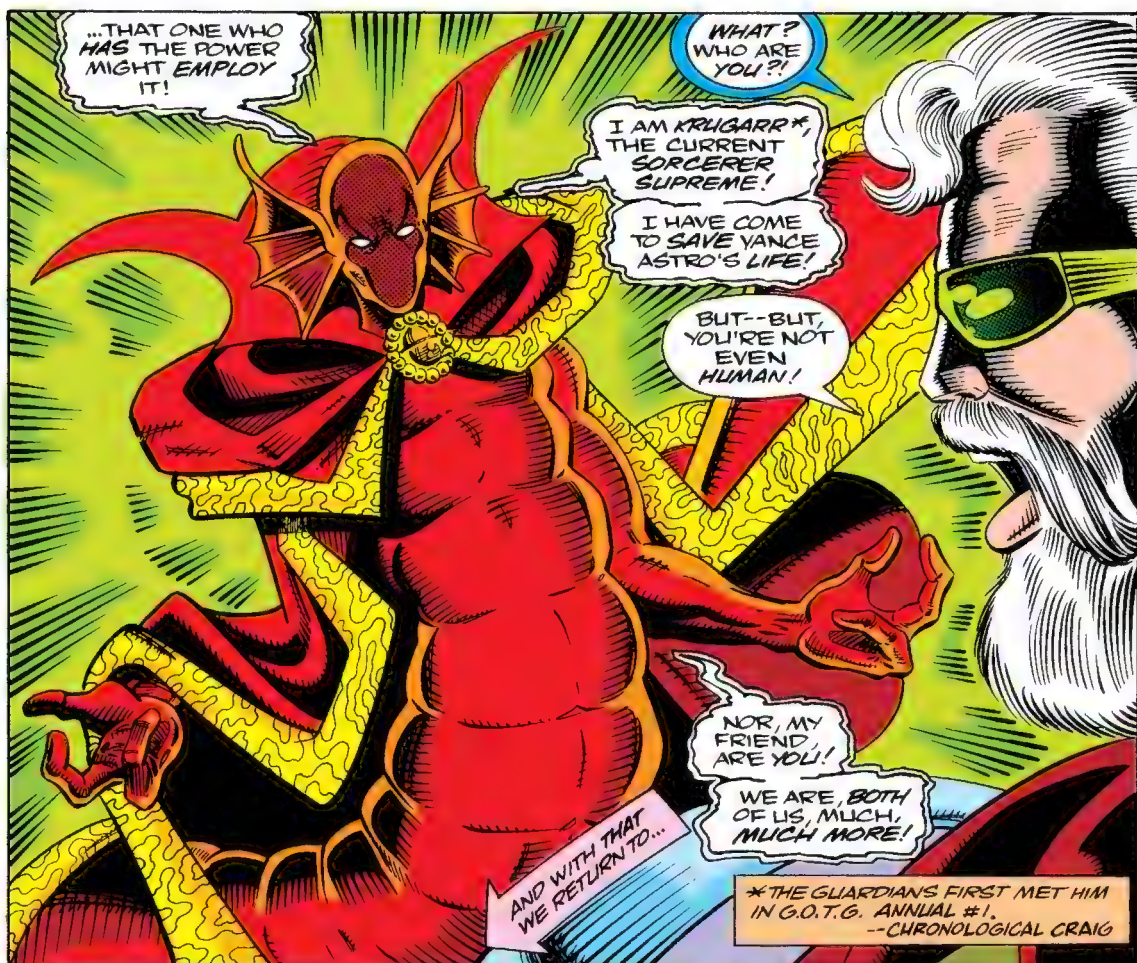
...STILL, WERE
IT IN MY POWER,
I WOULD NOT
LET YOU DIE,
MAJOR!

...BUT, STILL,
THIS MAN AC-
TUALLY CARRIES
CAPTAIN AMERICA'S
SHIELD INTO
BATTLE!!

OF ALL THE
CONCEITS!

HE NEVER WORKED
WITH CAP--NEVER
EVEN MET HIM AS
FAR AS I KNOW...

THEN YOU
WILL NOT
MIND STEPPING
ASIDE...





IF YOU
WANT TO
GET OUT OF
HERE...

...YOU'RE
GONNA
HAVE TO
TALK TO
ME!

NEXT
ISSUE:

THE GENTLEMAN'S NAME IS

TALON

TRIM
COPY

TRIM
COPY

YELLOW TS

BLACK TS

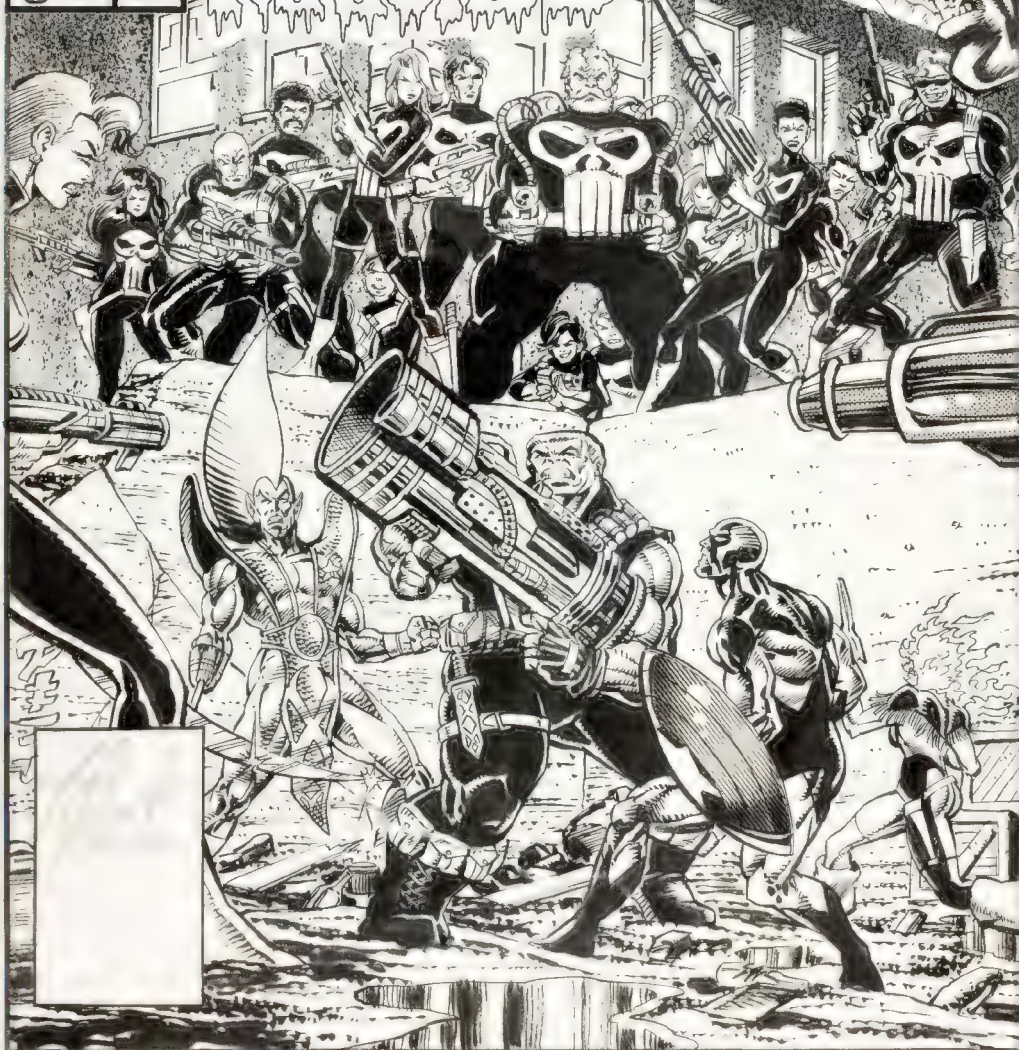


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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY

PINISHED



RED TS

BLUE TS

OPY
RIM

COPY
TRIM

FOLD

TITLE
NO. **18**
MONTH

SCHEDULE

ARTIST

TOM
MORGAN

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EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

GUARDIANS OF THE GALAXY



MAJOR VANCE ASTRO! CHARLIE 27! NIKKII YONDUI! FOUR EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA. THEIR MISSION—TO SAFEGUARD THE MILKY WAY!
STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!





I...I DON'T
KNOW, SIR.

YOU
DON'T?

WRONG
ANSWER,
NED.

UH... SIR?
SHOULD WE, UM,
TRY TO TRACK
THEM DOWN?

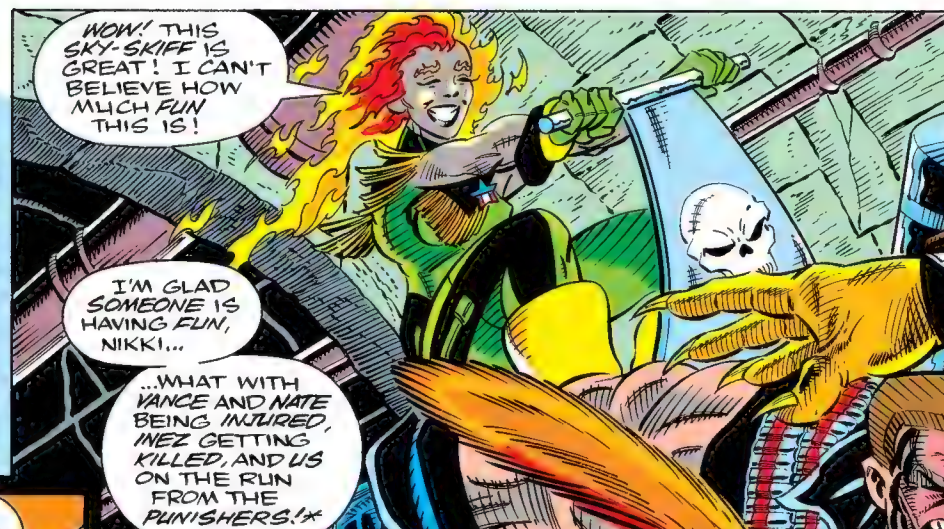
THAT
WON'T BE
NECESSARY,
PRIVATE
STATTER--

THUNK

--MY INSIDE MAN WILL
LEAD US RIGHT TO
THEM... AGAIN!

IN THE MEANTIME,
FIND OUT EVERYTHING
THERE IS TO KNOW
ABOUT THIS TAILED
MAN.

I WANT TO KNOW
WHAT NAME TO PUT
ON HIS TOMBSTONE!



WOW! THIS
SKY-SKIFF IS
GREAT! I CAN'T
BELIEVE HOW
MUCH FUN
THIS IS!

I'M GLAD
SOMEONE IS
HAVING FUN,
NIKKI...

...WHAT WITH
VANCE AND NATE
BEING INJURED,
MEZ GETTING
KILLED, AND US
ON THE RUN
FROM THE
PUNISHERS!*

HOW ARE
YOU DOING,
NATE?

I'M FINE, TARIN.
THE BIONIC EYE
GABRIELLE
IMPLANTED IS
WORKING JUST
FINE!

* JUST SOME OF THE THINGS
THAT HAPPENED LAST ISH--
NOW, AREN'T YOU SORRY YOU
MISSED IT? -- CRAIG



C'MON, TROOPS,
THE COMMANDEERS'
HEADQUARTERS ARE
UP THIS TUNNEL!

HOW
DO YOU
KNOW?

THAT'S FOR ME
TO KNOW AND FOR
YOU TO FIND OUT!

WHAT?! LISTEN,
YOU--YOU... HEY!
WHAT DO YOU CALL
YOURSELF?

WHY, CAPTAIN 27,
I THOUGHT THAT
EVERYONE KNEW
THAT!

THE GENTLEMAN'S NAME IS

TALOW!

INCREDIBLE INKING BY
STEVE MONTANO
IMPECCABLE LETTERING BY
KEN LOPEZ
INCOMPARABLE COLORING BY
EVELYN STEIN

INDISPENSABLE EDITING BY
CRAIG ANDERSON
INCALCULABLE CHIEFING BY
TOM DEFALCO
INEVITABLE PROCRASTINATION BY
JIM VALENTINO





"...THAT I'M ON YOUR SIDE!"

SHUNK

YOWTCH!!

THUNK

"AS YOU CAN SEE, MY CLAWS ARE SHARP AS KNIVES..."

...AND, I RE-LOAD INSTANTLY!

FWWWWWPP

IF I'D WANTED, THEY'D HAVE ALL FOUND THEIR MARK!



*WAYYYY BACK IN MARVEL-TWO-IN-ONE #5; *ARCHIVALIST ANDERSON



HE DID LEAD US AWAY FROM THE ALLEYWAY, EVEN AS HE PROMISED HE WOULD. IF HE CHOOSES TO KEEP HIS SECRETS TO HIMSELF, THEN WHO ARE WE TO SAY HIM NAY?

AT THE VERY LEAST, WE OWE HIM OUR TRUST-- FOR NOW.

YES, I GUESS YOU'RE RIGHT, YONDRU.



CUTE TRICK, KID... SORRY.



S'OKAY, BIG GUY. HOW'S THE HAND?

PRETTY IMPRESSIVE, CAT-MAN...

...I CAN'T REMEMBER ANYONE EVER KNOCKING CHUNKY OVER BEFORE!

BESIDES, HE IS KINDA CLUTE, WHAT WITH THAT TAIL AND ALL!

I'LL LIVE. WE HAVE MORE IMPORTANT THINGS TO WORRY ABOUT!

YEAH, LIKE VANCE'S CONDITION!



DESPITE TARIN'S CRACK EARLIER, I AM WORRIED ABOUT HIM!



DON'T BE FLAME-BRAIN...

"...I LEFT HIM IN GOOD HANDS!"

COMMANDEERS HEADQUARTERS IN THE SUBBASEMENT OF THE FORMER AVENGERS MANSION...

I FEAR THAT MY ERRANT FORMER PUPIL HAS MORE FAITH IN MY KNOWLEDGE OF HUMAN PHYSIOLOGY THAN I DO!

IT WILL BE DIFFICULT, HOLLYWOOD.

BUT THE GREAT SPIRIT KNOWS THAT THIS MAN HAS SUFFERED ENOUGH FOR TEN LIFETIMES--

--I HAVE TO TRY!

THEN, YOU CAN'T HELP HIM, KRUGARR?

AND I WILL AID YOU, MY DISCIPLE!

WE SHALL REQUIRE YOUR AID AS WELL, MY FRIEND.

THANK YOU, MASTER!

DOC... DOCTOR STRANGER?

I AM NOW THE ANCIENT ONE^X, MY SON!

HOW-- HOW CAN I HELP?

WE SHALL NEED SOME OF YOUR IONIC BLOOD!

* WHOM FAITHFUL READERS WILL RECOGNIZE FROM OUR FIRST ANNUAL. --TRUE-BLUE-CRAIG

AND, AS THE MAN CALLED HOLLYWOOD REELS IN STUNNED SILENCE...

WE RETURN TO THE
PLANET COURG...

YAAAAA

...WHERE WE LEFT
MARTINEZ ABOUT
TO BE SKEWERED!*

* LAST 1SH, OF
COURSE--BIG C.

I MAY NOT
BE THE MOST
FORMIDABLE
FIGHTER IN THE
GUARDIANS...

...BUT EVEN
I CAN DEFEND
MYSELF FROM
THIS CLUMSY
AN ATTACK!

NOW, FRIEND,
DO YOU WANT
TO TELL ME
WHAT THIS IS
ALL ABOUT?

WHAT ARE YOU
TALKING ABOUT?

YOU REALLY DO
NOT KNOW WHAT
HAPPENED HERE,
DO YOU?

KILL ME,
GO AHEAD!
IT IS ALL
THAT I
DESERVE!

I SHOULD
HAVE KILLED
THE BLUE-
DEMON WHEN
I HAD THE
CHANCE--

--THEN NONE
OF THIS
WOULD HAVE
HAPPENED!

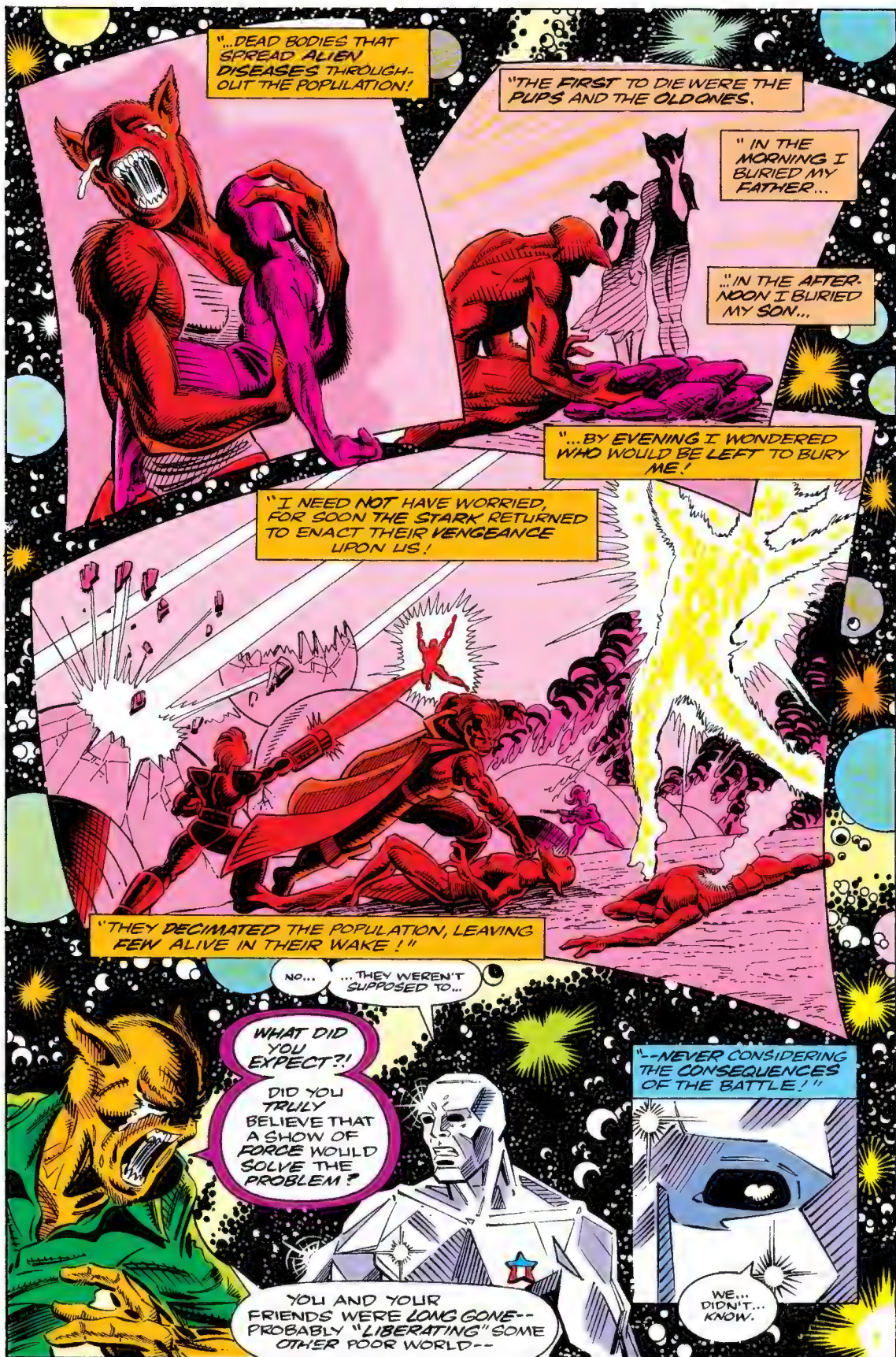
NO, THE
LAST I
HEARD,
FIRELORD
HAD EVAC-
UATED THE
STARK!*

* ISSUE #4!--GUESS WHO?

OH, YES, THE
LORD OF FIRE
DID DO THAT.

HE
DUTIFULLY
WAITED UNTIL
ALL OF THE
LIVING STARK
HAD BEEN
TELEPORTED.

"BUT HE LEFT THE DEAD STARK BODIES BEHIND..."



"... DEAD BODIES THAT
SPREAD ALIEN
DISEASES THROUGH-
OUT THE POPULATION!

"THE FIRST TO DIE WERE THE
PUPS AND THE OLDONES.

" IN THE
MORNING I
BURIED MY
FATHER...

"IN THE AFTER-
NOON I BURIED
MY SON..."

"... BY EVENING I WONDERED
WHO WOULD BE LEFT TO BURY
ME."

"I NEED NOT HAVE WORRIED,
FOR SOON THE STARK RETURNED
TO ENACT THEIR VENGEANCE
UPON US!"

"THEY DECIMATED THE POPULATION, LEAVING
FEW ALIVE IN THEIR WAKE!"

NO... ...THEY WEREN'T
SUPPOSED TO...

WHAT DID
YOU
EXPECT?!

DID YOU
TRULY
BELIEVE THAT
A SHOW OF
FORCE WOULD
SOLVE THE
PROBLEM?

YOU AND YOUR
FRIENDS WERE LONG GONE--
PROBABLY "LIBERATING" SOME
OTHER POOR WORLD--

"--NEVER CONSIDERING
THE CONSEQUENCES
OF THE BATTLE!"

WE...
DIDN'T...
KNOW.

"NO, YOU DIDN'T CARE, SO FLUSH WERE YOU IN YOUR PRECIOUS 'VICTORY'!"

NOW I KNOW YOU CARE FOR ME, NIKSTER!

OH, REALLY? YOU'D BETTER REMOVE THAT HAND, NATE...

...UNLESS YOU WANT IT TO GO BIONIC, TOO!

WE SHARE MANY THINGS IN COMMON, YONDU--

--INCLUDING BIONIC ARMS!

SO I SEE. HOW DID YOU LOSE IT, TARIN?

CHAWLIE, AH DO DEE-CLARE! AH THOUGHT Y'ALL WAS GONNA KILL THET FURRY FREAK!

I WANTED TO, BELLE!

DOES WE HAS MUCH MO'T GO, TALON?

WELL, YOU GUYS DID SAY YOU WANTED TO GO TO THE RE-FINERY RATHER THAN YOUR HEADQUARTERS!

THAT ADDED SOME TRAVELING TIME!

YONDU, I WANT YOU TO KNOW THAT I REALLY ADMIRE WHAT YOU DID BACK THERE.

IT TAKES A STRONG MAN TO KNOW WHEN NOT TO FIGHT!

I, UM, DON'T WANT YOU TO THINK ME TOO FORWARD OR ANYTHING...

...BUT I'VE ALWAYS ADMIRERD YOU.

EVER SINCE I FIRST--

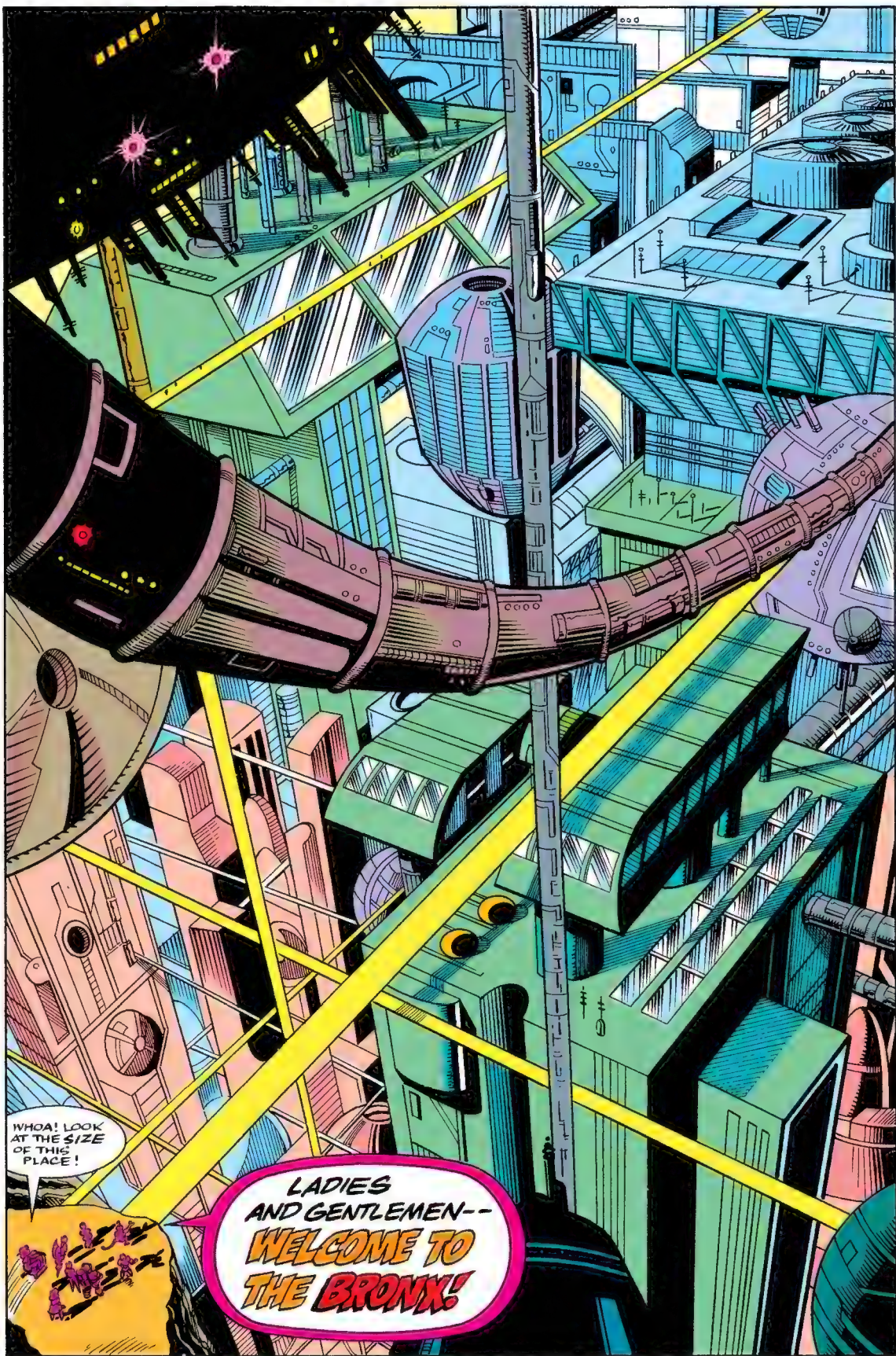
--OH I'VE EMBARRASSED YOU, HAVEN'T I?

NO, THERE IS A RINGING IN MY EARS...

...TOO HIGH-PITCHED FOR HUMANS, ALMOST LIKE A...

...HOMING DEVICE!

OKAY, TROOPS-- WE HAVE ARRIVED!



WHOA! LOOK
AT THE SIZE
OF THIS
PLACE!

LADIES
AND GENTLEMEN--
**WELCOME TO
THE BRONX!**

"BY THE SWAMP WORLD! THEY HAVE MADE IT TO THE REFINERY!"

SO? WHAT COULD THEY HOPE TO DO AGAINST A REFINERY THIS SIZE?!

AFTER ALL, MY LORD, THEY ARE ONLY HUMAN!

YOU FOOL!

WHACK

NEVER UNDERESTIMATE THESE HUMANS--

-- THEY ARE THE GUARDIANS OF THE GALAXY!

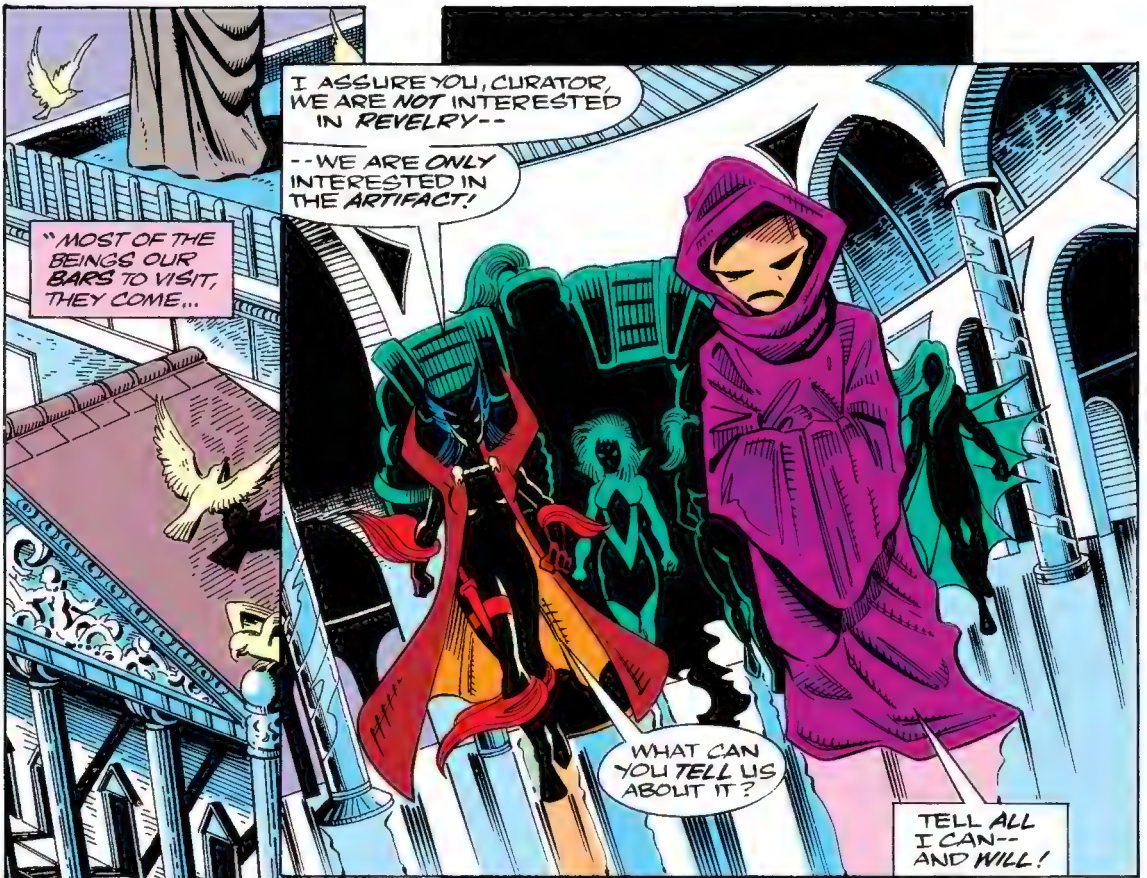
NEVER FORGET WHAT THEY DID BEFORE!

AND, AS A STRANGELY FAMILIAR ALIEN FINGER DEPRESSES A SILENT ALARM...

... WE TURN OUR ATTENTION TO A WORLD ON THE VERY EDGE OF THE SWIAR GALAXY...

I DO SAY IT IS MOST UNUSUAL...

...MOST UNUSUAL, INDEED!



I ASSURE YOU, CURATOR,
WE ARE NOT INTERESTED
IN REVELRY--

--WE ARE ONLY
INTERESTED IN
THE ARTIFACT!

"MOST OF THE
BEINGS OUR
BARS TO VISIT,
THEY COME..."

WHAT CAN
YOU TELL US
ABOUT IT?

TELL ALL
I CAN--
AND WILL!

"...FEW TO
MUSEUMS OUR
WORLD TO
OFFER.

" FEW
INDEED "

THE PIECE INTERESTED YOU'RE
IN HAS UNIQUE HISTORY, VERY!

SAID OVER 700
YEARS OLD IT IS.

SAID GLADIATOR BROKE OFF
WRIST ALIEN'S OF HIMSELF! IN
TIME BEFORE GREAT DIS-
APPEARANCE IT WAS-- BEFORE
FELL THE EMPIRE!

SO LEGEND
SAYS IT DOES.

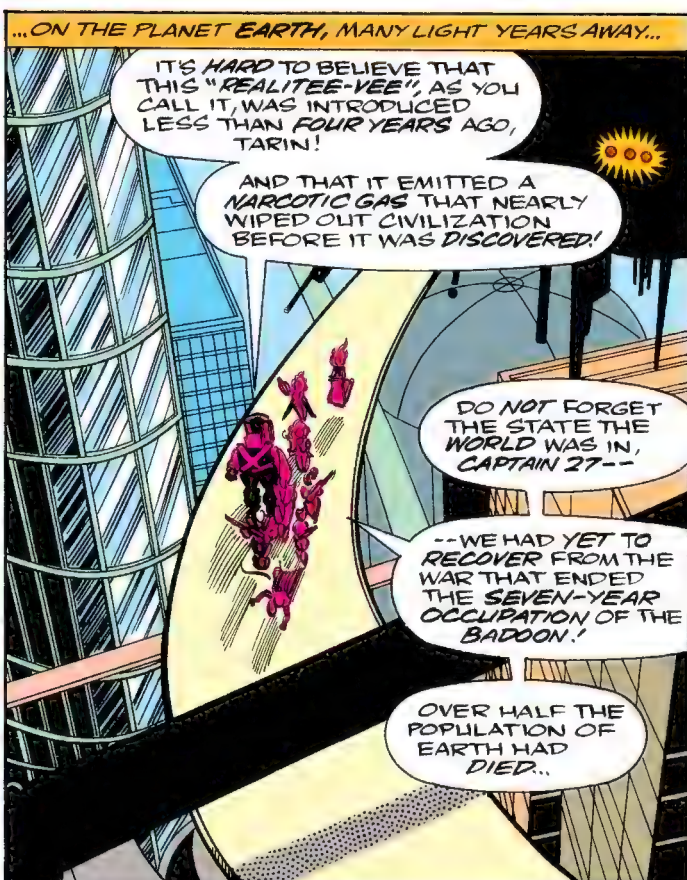
AH! HERE
ARE WE...

...JUST CURTAIN
TO PULL BACK
AND...

"HOPE I DO THAT
EVERYTHING IT IS
YOU HOPED, MADAM,
IT TO BE!"



AND, AS A MUSEUM CLURATOR ON A BORDER WORLD IN THE SHI'AR GALAXY SCREAMS IN HIS DEATH-THROES...



"...THOSE WHO REMAINED DESPERATELY NEEDED A DIVERSION-- SOMETHING TO TAKE THEIR MINDS OFF OF THE HORROR THEY HAD KNOWN!"





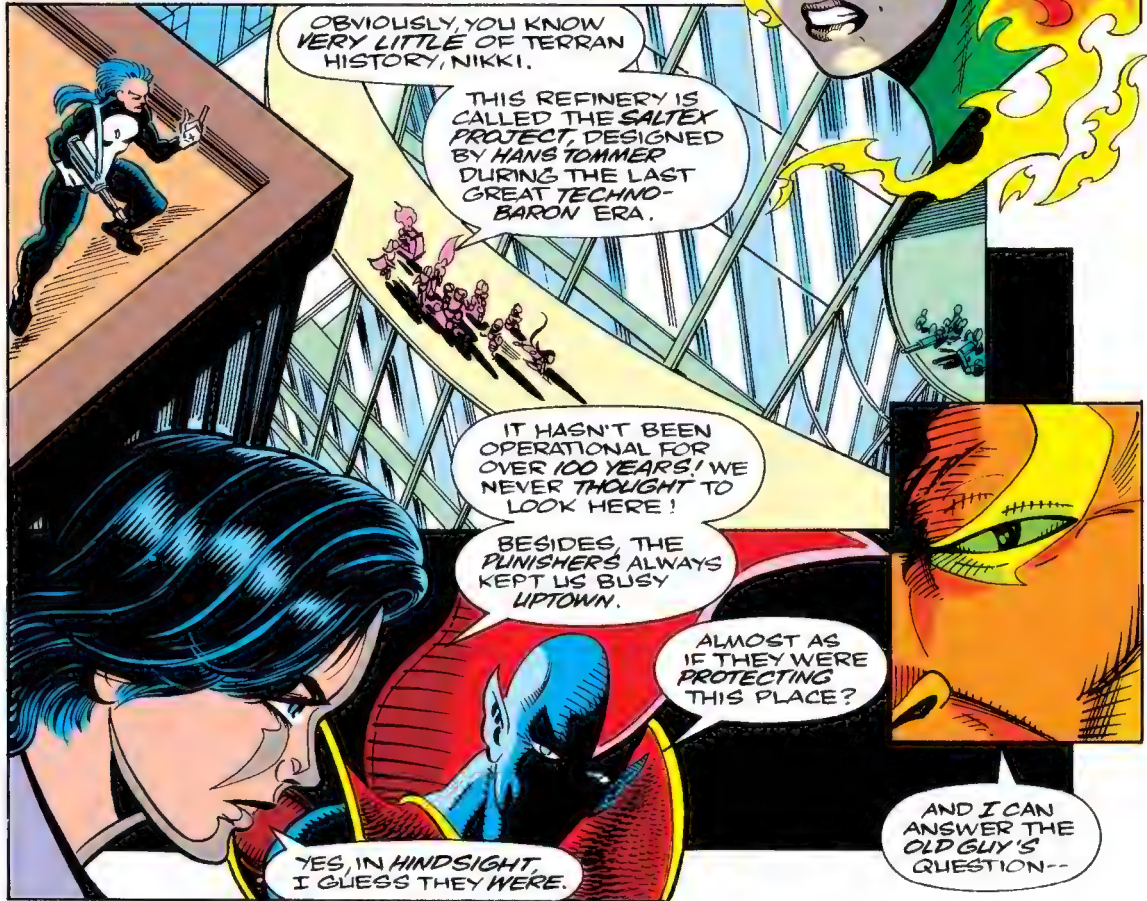
CIVILIZATION, AS WE KNOW IT, JUST COLLAPSED! WHICH BRINGS ME TO MY NEXT POINT--

--IF THIS SITUATION IS GLOBAL, AS YOU SAY IT IS, THEN EVEN IF WE DO MANAGE TO DESTROY THIS ONE REFINERY...

...HOW ARE WE GOING TO TAKE OUT EVERY MANUFACTURING PLANT IN THE WHOLE WORLD?

YEAH! AND I WANT TO KNOW WHY IT IS THAT OUT OF ALL OF YOU, ONLY TALON SEEMED TO KNOW THAT THIS PLACE EVEN EXISTED!

I MEAN, THIS PLACE IS HUGE! DIDN'T ANY OF YOU THINK TO INVESTIGATE IT?



OBVIOUSLY, YOU KNOW VERY LITTLE OF TERRAN HISTORY, NIKKI.

THIS REFINERY IS CALLED THE SALTIX PROJECT, DESIGNED BY HANS TOMMER DURING THE LAST GREAT TECHNO-BARON ERA.

IT HASN'T BEEN OPERATIONAL FOR OVER 100 YEARS! WE NEVER THOUGHT TO LOOK HERE!

BESIDES, THE PUNISHERS ALWAYS KEPT US BUSY UPTOWN.

ALMOST AS IF THEY WERE PROTECTING THIS PLACE?

YES, IN HINDSIGHT, I GUESS THEY WERE.

AND I CAN ANSWER THE OLD GUY'S QUESTION--



ELSEWHERE...

IT IS A PLACE
WITHOUT
SUBSTANCE.

COLD. GRAY.

THERE IS NO
LIGHT HERE



THE IS NO
DARK

THERE IS
ONLY...

...CONSCIOUSNESS?

I... I'M... ...ALIVE?!



GREAT STARS, NO!

I...I CAN'T BE HERE AGAIN--

--I CAN'T!

BUT YOU ARE, MY WIFE...

...EVEN AS I AM!

STAKAR?

YES, AT LONG LAST, IT IS I!

STAKAR, I'LL KILL YOU!!

YOU'VE TRAPPED ME IN THE GREAT NOTHING AGAIN!

ALETA, WAIT! I'M HERE TOO!

DON'T YOU SEE, IT WASN'T ME--IT WAS NEVER ME!!

ALL THIS TIME IT WAS HIM--IT WAS THE HAWK-GOD!*

IT WAS HE WHO CONTROLLED US--IT WAS HE WHO TORTURED US!!

YOU LIE!!

NO HE'S TELLING THE TRUTH..

* SEE ISSUE #7.--CRAIG

"... MOMMY."

WHA--?!

TARA?

SITA??

JOHN?!!

STAKAR
WAS NEVER
TO BLAME,
MAMA.

THE HAWK-GOD
WAS STARHAWK!

OH, MY
BABIES, MY
BABIES!

WE
MISSED
YOU,
MAMA!!

OH, DARLING!
MAMA MISSED YOU,
TOO! I MISSED YOU
SO VERY MUCH--
BUT...

...BUT
YOU'RE

...DEAD!*

ONLY IF YOU
WANT US TO
BE, MAMA.

**LISTEN TO THEM, ALETA!
THE HAWK-GOD HAS PLAYED
US BOTH FOR FOOLS! NOW
HE HAS COMPLETE CONTROL
OF OUR BODY--AND OUR
POWERS!**

**CAN YOU NOT FEEL
THE VERY AIR TREMBLING?
HE'S OUT THERE IN THE
CORPOREAL WORLD, ALETA--
AND HE'S CHANGING!**

**AND WHEN HIS DARK
METAMORPHOSIS IS
COMPLETE-- HE WILL
DESTROY US ALL!!**

* THEY DIED IN
MARVEL PRESENTS
#11.-- CRAIG

WE'LL RETURN HERE NEXT ISSUE...



...BUT, FOR NOW...

YOU?! I THOUGHT
I SMELLED
SOMETHING
ROTTEN!

OH, COME NOW,
JOVIAN SCUM!
SURELY EVEN
YOU
MAMMALS...

...AS LOW ON THE
EVOLUTIONARY
LADDER AS YOU
ARE...

...ARE NOT SO
DENSE AS TO FAIL
TO SURMISE THAT
THE BROTHERHOOD
OF THE BADOON
WAS BEHIND ALL
OF THIS !!

GRRR

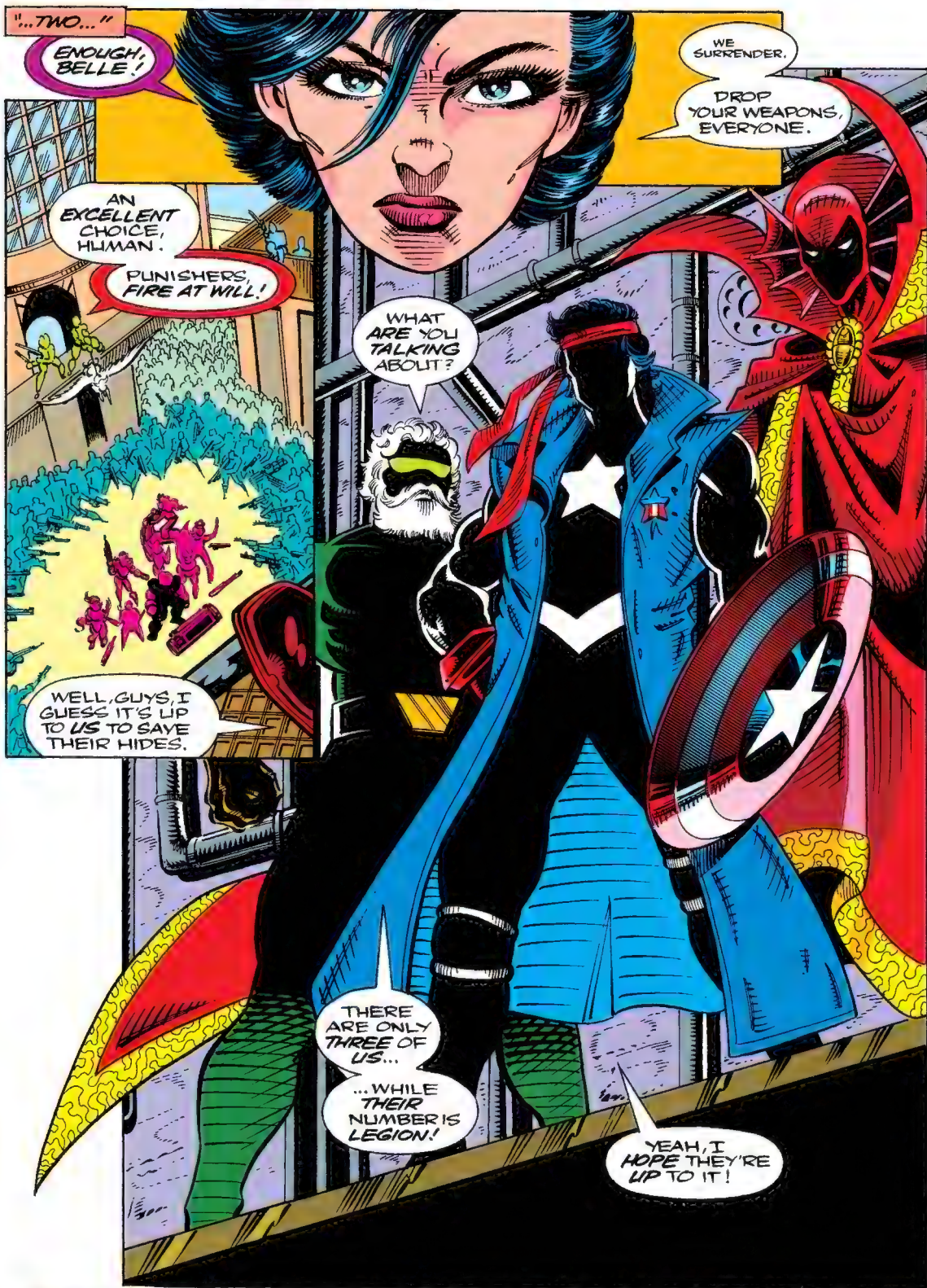
JUST AS
THEY'VE BEEN
BEHIND US ALL
ALONG!

THE
PUNISHERS!

RIGHT
THE FIRST
TIME--

--GIVE
THE MAN A
CEEGAR!





NEXT ISSUE: FROM THE ASHES OF DEFEAT, THERE SHALL COME --
MAJOR VICTORY!



MARVEL
COMICS

EXPLORE THE MARVEL UNIVERSE IN THE 31ST CENTURY WITH THE

GUARDIANS OF GALAXY

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JAN

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APPROVED
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PRESENTING
WITH PRIDE--

--A MARVEL COMICS
MILESTONE!

VANCE ASTRO IS
**MAJOR
VICTORY**



MAJOR VANCE ASTRO! CHARLIE 271 NIKKII YONDUI! FOUR EXTRAORDINARY SUPER-BEINGS, ALL SURVIVORS OF INTERSTELLAR WAR. NOW THEY ROAM THE COSMOS OF THE 31ST CENTURY ABOARD THE STARSHIP CAPTAIN AMERICA, THEIR MISSION— TO SAFEGUARD THE MILKY WAY! STAN LEE PRESENTS . . . THE GUARDIANS OF THE GALAXY!

FIVE SECONDS AGO* THE GUARDIANS OF THE GALAXY AND THEIR EARTH-BASED COMPANIONS, THE COMMANDEERS, SURRENDERED TO THE PUNISHERS, WHO, THEY LEARNED, WERE UNDER THE CONTROL OF EARTH'S FORMER CONQUERORS, THE BROTHERHOOD OF THE BADOON!



STAN LEE PRESENTS:

MAJOR VICTORY!

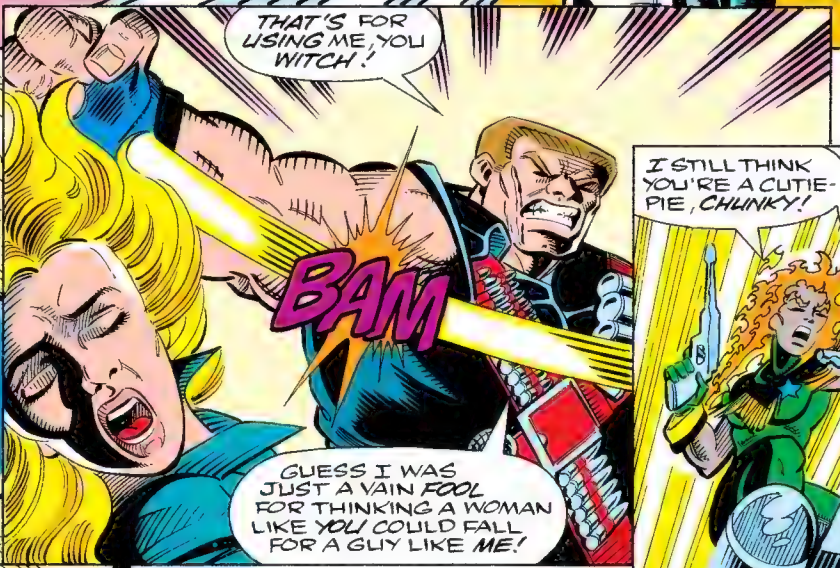
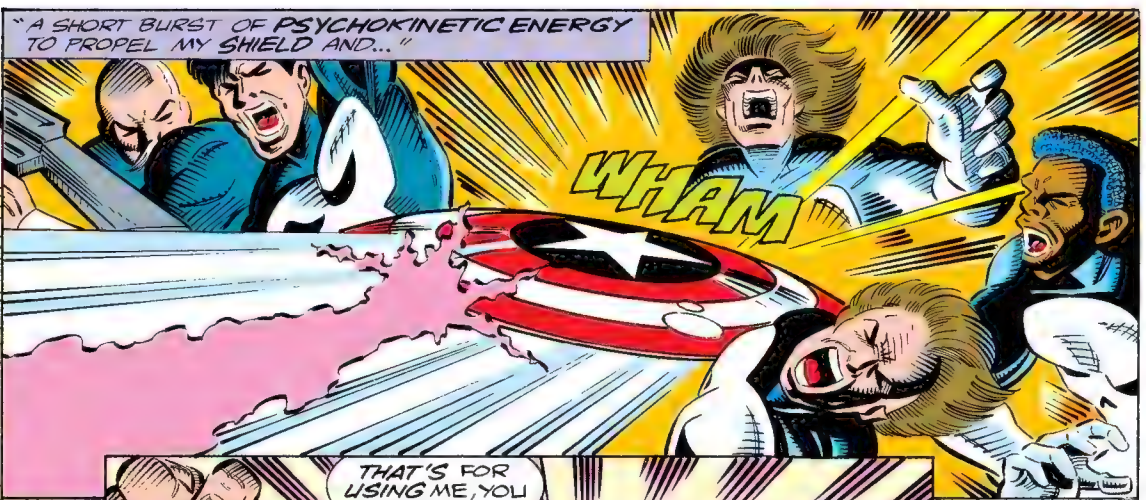


YOU BADOON NEVER LEARN, DO YOU?!

SO LONG AS MEN BREATHE, THEY WILL YEARN TO BE FREE!

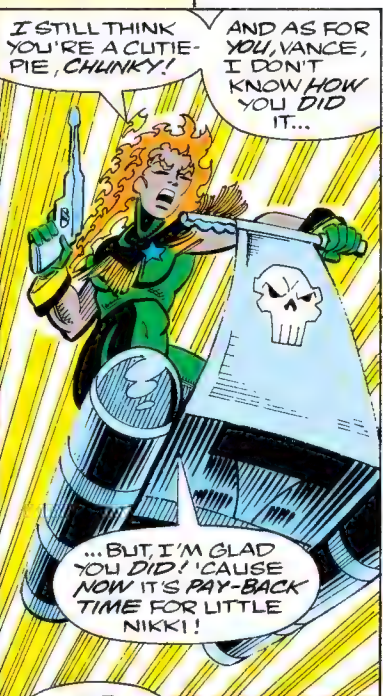
AND FREE MEN WOULD RATHER DIE THAN BE ENSLAVED!

"A SHORT BURST OF PSYCHOKINETIC ENERGY TO PROPEL MY SHIELD AND..."



THAT'S FOR USING ME, YOU WITCH!

GUESS I WAS JUST A VAIN FOOL FOR THINKING A WOMAN LIKE YOU COULD FALL FOR A GUY LIKE ME!



I STILL THINK YOU'RE A CUTIE-PIE, CHUNKY!

AND AS FOR YOU, VANCE, I DON'T KNOW HOW YOU DID IT...

...BUT, I'M GLAD YOU DID! 'CAUSE NOW IT'S PAY-BACK TIME FOR LITTLE NIKKI!

THE MERCLIRIAN TURNS TOWARD US!

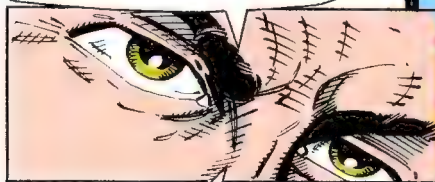


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AS THE BEAVER



HOLLYWOOD HAD ME PLACED IN CRYOGENIC FREEZE, SO THAT NO MORE AIR WOULD PENETRATE THE WOUND, WHILE TALON WENT TO ENLIST KRUGARR'S AID!

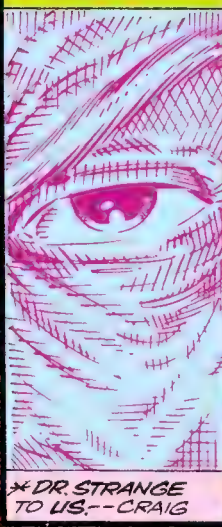


KRUGARR DECIDED THAT THE ONLY WAY TO CURE ME WAS TO CURE MY SKIN SO IT WOULD NO LONGER OXIDIZE ON CONTACT WITH AIR!

"TO THAT END, HE CAST A PRESERVATION SPELL..."



"...UNDER THE WATCHFUL EYES OF HIS MENTOR, THE ANCIENT ONE..."



* DR. STRANGE TO US -- CRAIG

"WHILE HOLLYWOOD ADDED THE UNIQUE PROPERTIES OF HIS OWN IONIC BLOOD!"



"I'M NOT REALLY SURE HOW IT WORKED--"

"--MAYBE SOMEBODY UP THERE DECIDED THAT I'D SUFFERED ENOUGH--"

"--BUT, FOR THE FIRST TIME IN ONE THOUSAND YEARS, I WAS ABLE TO EXPOSE MY SKIN TO THE OPEN AIR!!"

ANOTHER SPELL FROM KRUGARR ALLOWED ME TO RIPOPEN MY ADAMANTILUM COSTUME...

...AND, STILL A THIRD TRANSFORMED ITS METALLIC WEAVE INTO THE RAIMENT I CURRENTLY SPORT!

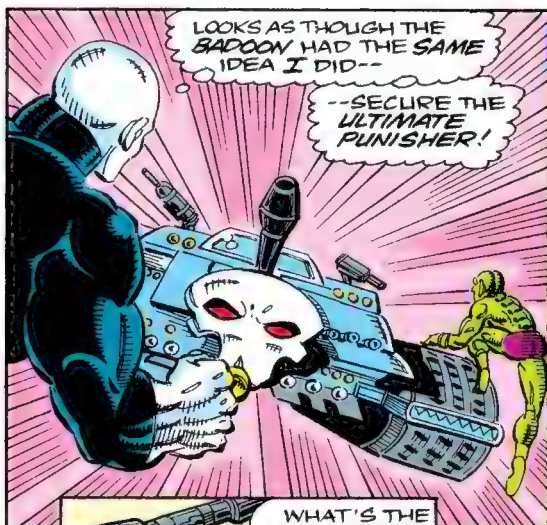
I TOOK MY MONIKER FROM AN OBSCURE WORLD WAR II HERO I READ ABOUT WHEN I WAS A KID! *

* THE ORIGINAL MAJOR VICTORY APPEARED IN U.S.A. COMICS #1-4 (CIRCA 1940). --ANCIENT ANDERSON











YEAH, LET'S *CAPTURE* THE THING BEFORE THEY HAVE THE CHANCE TO USE IT ON US!

I DO BELIEVE, GENTLEMEN...

...THAT *THIS* SOUNDS LIKE A JOB FOR...

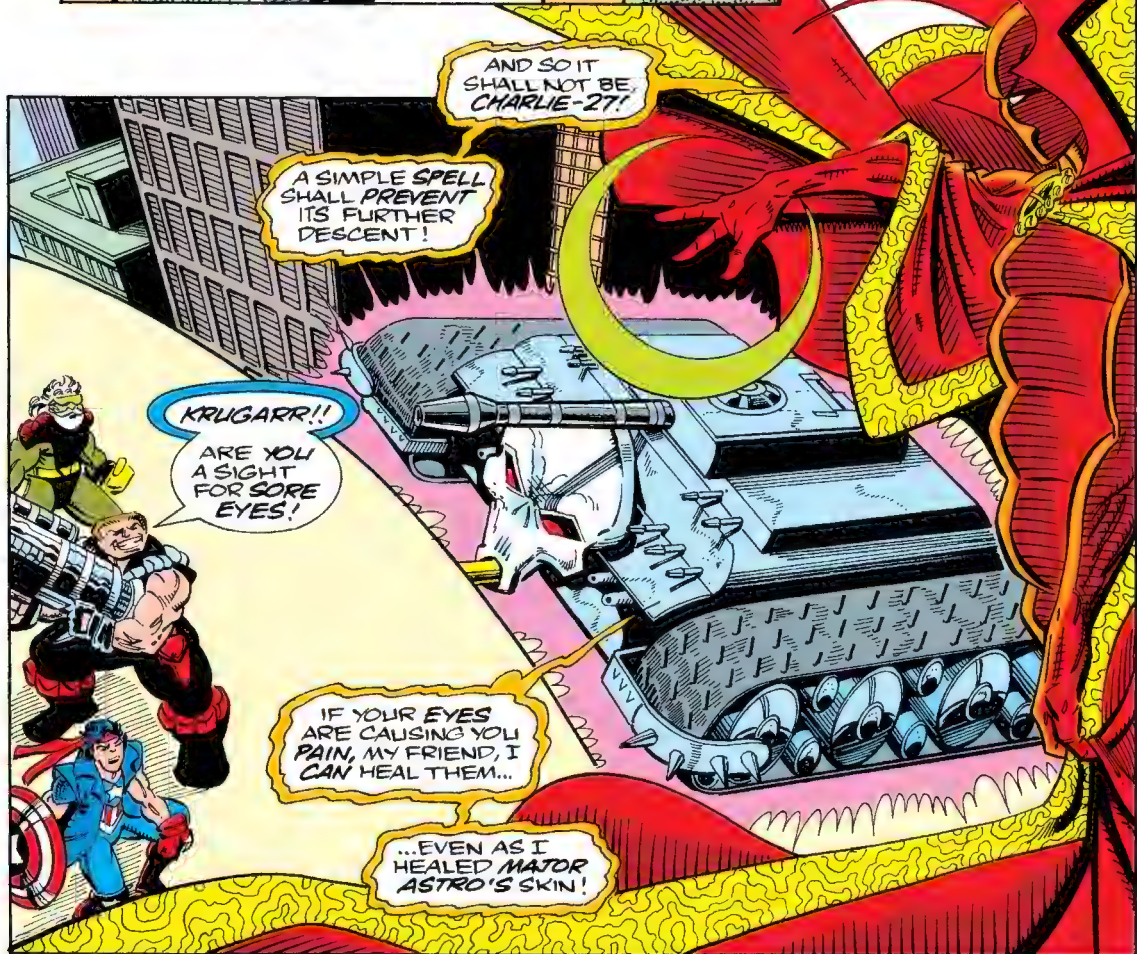
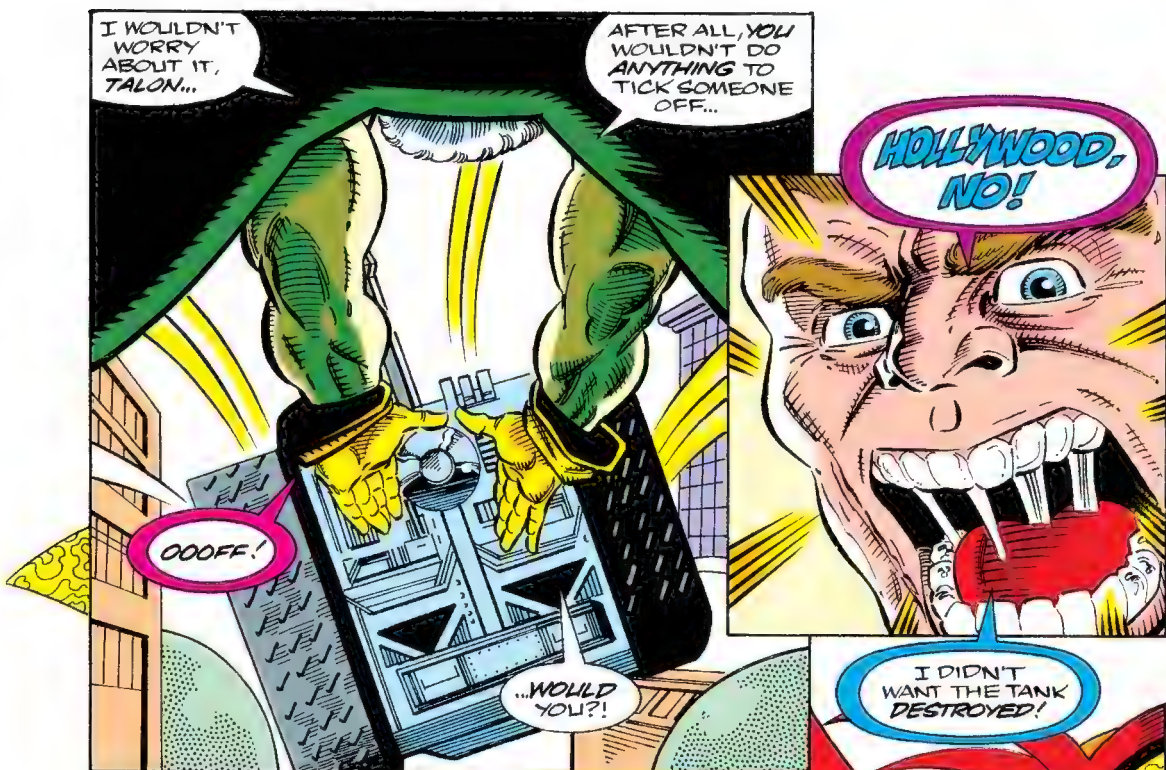
...UH, WOULD YOU MIND TERRIBLY IF I REPHRASED THAT ?!

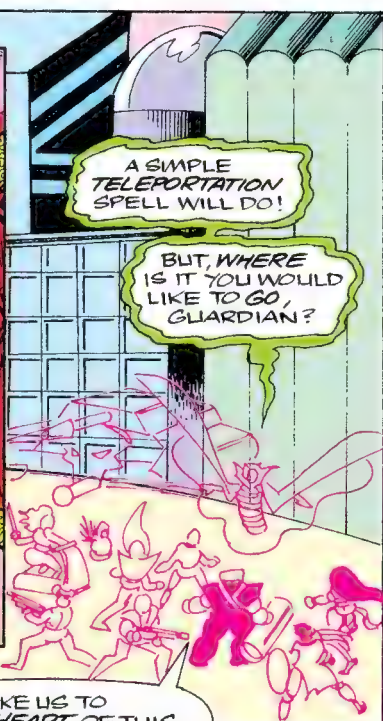
KEEP HIM COVERED, PEOPLE!

UH, CHARLIE, HE IS BULLETPROOF, YOU KNOW.

OH, YEAH. FORGOT.

OH, MY, MY! REMIND ME NEVER TO GET HIM MAD AT ME!





TAKE US TO
THE HEART OF THIS
COMPLEX, KRUGARR--

--I WANT TO BE
RIGHT IN THE MIDDLE
OF IT!



...EVERYTHING
YOU'VE EVER
WANTED--AND
MORE!

OH, YES, STAKAR! I
CAN'T BEGIN TO TELL
YOU HOW MUCH THIS
MEANS TO ME TO--

--YOU DON'T
HAVE TO TELL
ME, ALETA--

...THEY'RE
MY
CHILDREN,
TOO!

YES, I
KNOW.

YOU MUST THINK
ME TERRIBLE FOR
BLAMING YOU FOR
THEIR DEATHS...

...WHEN I
ALWAYS KNEW
DEEP DOWN, IT
WAS MY FATHER
WHO...

IT'S JUST
THAT I NEEDED
SOMEONE TO
LASH OUT AT--

HE, ALETA.
THE HAWK-
GOD KEPT
YOU, NOT
ME.

HE KEPT
ME IN HERE,
TOO!

--TO MAKE
SOMEONE HURT
AS MUCH AS I
DID.

AND, SINCE
YOU KEPT ME
PRISONER
INSIDE OF THIS
NON-PLACE*--

HMM...
YES...
...SO
YOU
SAY.

*ALETA AND STARHAWK SHARED THE SAME PHYSICAL
SPACE AND ONLY ONE COULD BE CORPOREAL AT A
TIME.-- EDISON ANDERSON

AND, YET... ISN'T IT
FUNNY THAT IN ALL
THAT TIME THAT "HE"
KEPT ME HERE, THAT
I NEVER ONCE SAW
YOU...

...OR
THEM!

UM, YES, WELL,
HE KEPT US
APART.

YES, STAKAR, YOU TOLD
ME, ONCE, THAT YOU
WERE DESTINED TO
REINHABIT YOUR OWN
INFANT BODY.

YES,
THAT'S
TRUE.

AS
STAR-
HAWK?

WELL,
UM...

BECAUSE
IF STARHAWK
IS THE
INFANT--

THEN
YOU'RE THE
ONE THAT
CAN'T BE
REAL!

OH, ALETA! YOU
SHOULD KNOW BY
NOW THAT THERE
ARE ALL KINDS OF
LEVELS OF
"REALITY."

WHO'S
TO SAY
THAT--

NO!!

NO MORE
OF YOUR
DOUBLE-
TALK!

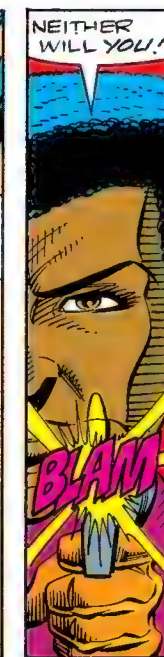
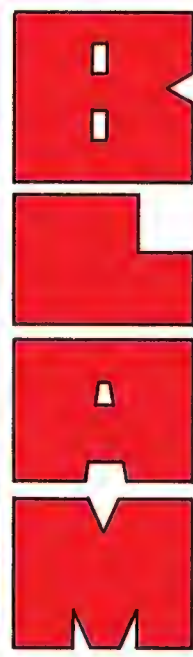
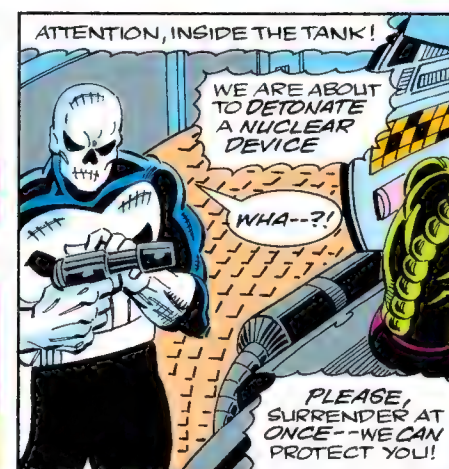
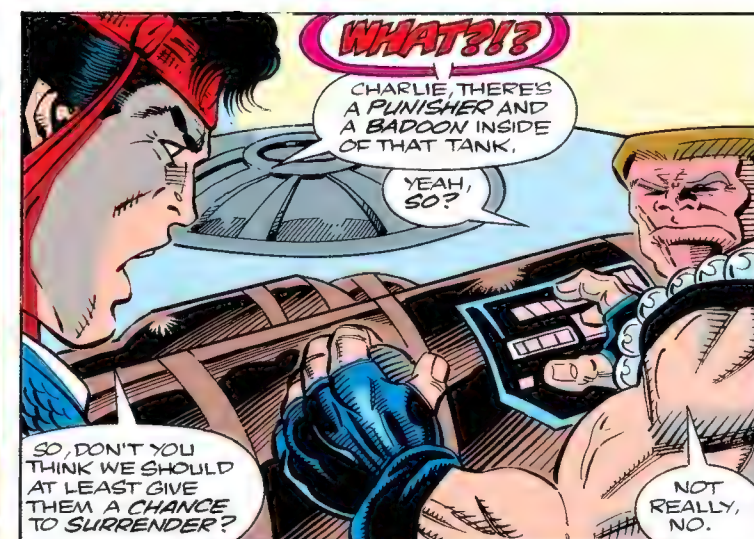
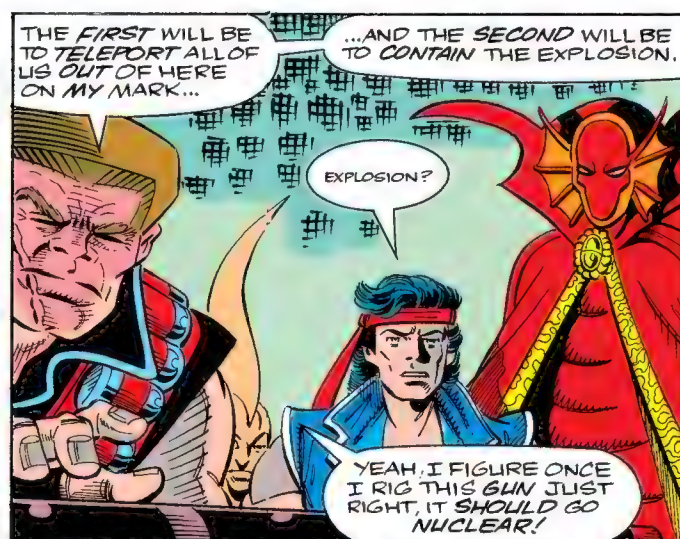
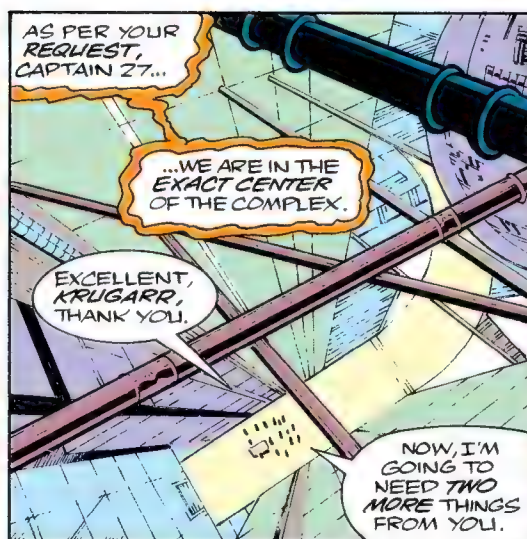
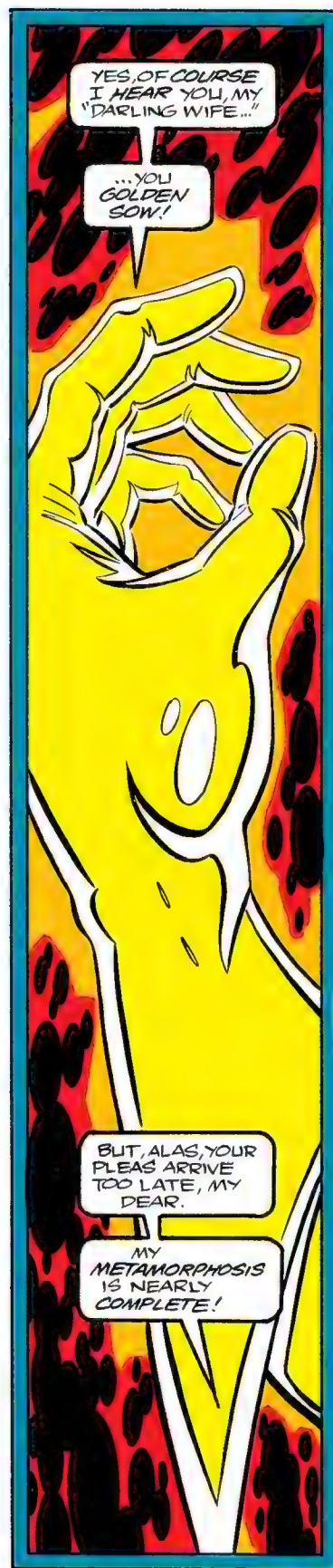
NO MORE
OF YOUR
LIES!

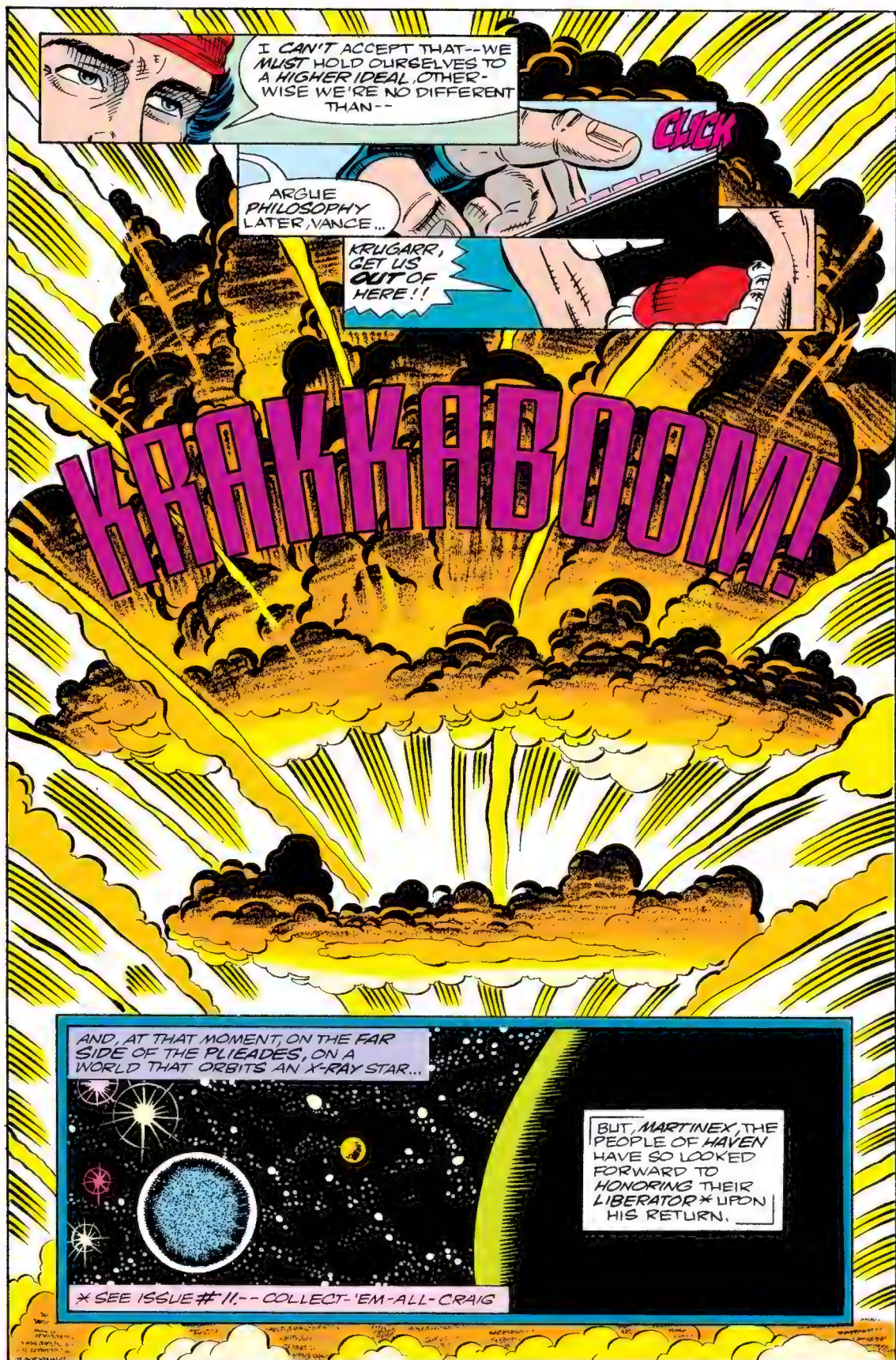
NONE OF THIS
IS REAL--NOT
YOU, NOT THE
CHILDREN--

THE CHILDREN...
OH, STARHAWK,
HOW COULD
YOU?

HOW MUCH
PAIN ARE YOU
CAPABLE OF
CAUSING ME?

I WILL BE FREE
OF YOU, STARHAWK!
CAN YOU HEAR ME?!
I WILL BE FREE!!





I CAN'T ACCEPT THAT--WE MUST HOLD OURSELVES TO A HIGHER IDEAL. OTHERWISE WE'RE NO DIFFERENT THAN--

ARGUE PHILOSOPHY LATER, VANCE...

KRUGARR, GET US OUT OF HERE!!

CLICK

KRAKKABOOM!!

AND, AT THAT MOMENT, ON THE FAR SIDE OF THE PLEIADES, ON A WORLD THAT ORBITS AN X-RAY STAR...

BUT, MARTINEX, THE PEOPLE OF HAVEN HAVE SO LOOKED FORWARD TO HONORING THEIR LIBERATOR *UPON HIS RETURN.

* SEE ISSUE # 11 -- COLLECT 'EM ALL CRAIG

SORRY, MAIN FRAME, BUT I JUST DON'T FEEL MUCH LIKE CELEBRATING...

YOU COULD NOT HAVE KNO--!

...PARTICULARLY AFTER LEARNING WHAT WE DID TO COURG, ATUR'S WORLD.

BUT THAT'S JUST IT, DON'T YOU SEE?

WE SHOULD HAVE KNOWN!

IF YOU AND I ARE ACTUALLY GOING TO ESTABLISH THIS EXPANDED GROUP OF GUARDIANS, AS WE'VE SPOKEN OF, THEN WE'RE GOING TO HAVE TO ANTICIPATE THE DAMAGE BRUTE FORCE CAN DO!

WE ARE GOING TO HAVE TO CLEARLY DEFINE THE PARAMETERS OF THE GALACTIC GUARDIANS...

...AND ATTEMPT TO PREVENT THIS FROM EVER HAPPENING AGAIN!

WE MUST FIRST DECIDE THE EXACT NATURE OF THIS NEW GROUP.

...IS IT GOING TO BE A POLICE FORCE...

...A LIGHT ARMY...

...OR JUST A SUPERHEROES CLUB?

AND WHAT ABOUT FUNDING? WHO PAYS FOR ALL THE EXPENSES?

AND WHAT IF A WORLD REFUSES OUR AID?

DO WE FORCE IT ON THEM ANYWAY?

MARTINEX, THE VERY FACT THAT YOU ARE ADDRESSING THESE CONCERNS INSURES THAT THEY--

WE NEED MORE THAN GOOD INTENTIONS, MAIN FRAME.

I WANT YOU TO ACCESS THE FILES ON EVERY SUPER HERO ASSOCIATION OF OVER FIFTY MEMBERS ANYWHERE IN THE UNIVERSE.

...THE AVENGERS
USED THESE
SAME SUB-
BASEMENTS A
MILLENNIUM
AGO..

...AND NOW WE THINK IT ONLY PROPER...

* MAIN FRAME
WAS ONCE THE
VISION.
--ANDROID
ANDERSON

...THAT THE GUARDIANS
OF THE GALAXY ADOPT
IT AS THEIR HEADQUARTERS
WHILE ON EARTH!

WE COULD ONLY AGREE TO SUCH A GENEROUS OFFER IF THE COMMANDEERS WOULD SHARE IT WITH US TARIN.

...SO WHADDA
YA SAY,
NIKSTER?

YOU, ME,
THE STARS IN
THE SKY...

WHAT'S LEFT OF
US, YOU MEAN...

DREAM ON,
PRETTY BOY
DREAM ON!

.. BUT, YES, THAT
COULD PROVE...
INTERESTING!

EXCUSE ME,
MAJOR
VICTORY...

...MAY I HAVE
A WORD WITH
YOU-- IN
PRIVATE?

SURE,
HOLLYWOOD,
BUT, PLEASE,
CALL ME
VANCE.

I BELIEVE THAT I OWE
YOU AN APOLOGY, VANCE

WHEN I FIRST
SAW YOU WITH
THAT SHIELD
I GOT VERY
ANGRY!

BUT, I'VE **SEEN** YOU IN ACTION.
SEEN HOW YOUR GROUP
RESPONDS TO YOU, AND, WELL...

...I THINK THAT
CAP WOULD BE
PROUD TO
KNOW THAT A
MAN LIKE YOU
WILL CARRY
HIS SHIELD
INTO THE
FUTURE!

... SIMON:

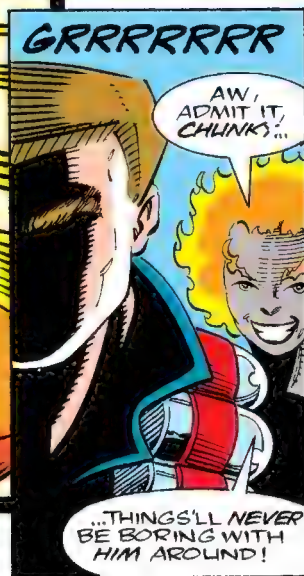
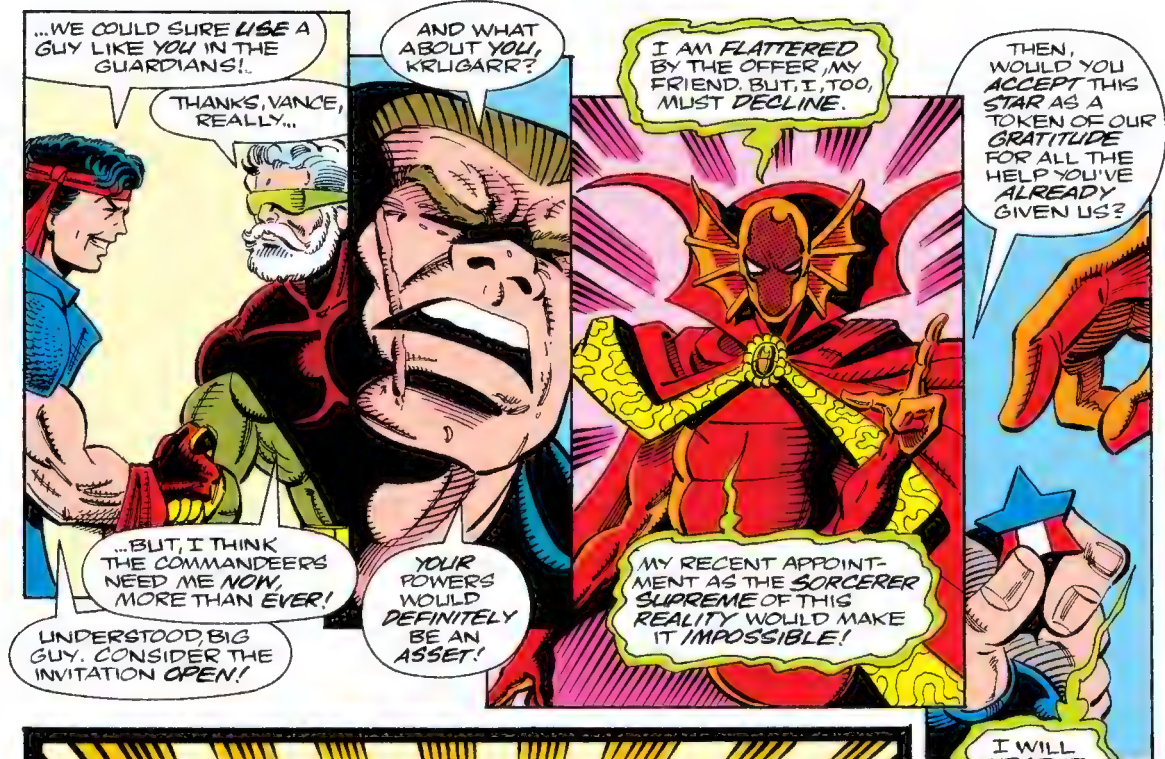
WHA--?! HOW
COULD YOU
KNOW?

HOW COULD
I NOT?
I'M A
SURVIVOR
OF THE 20TH
CENTURY,
TOO,
Y'KNOW!

AND, HEY,
IF YOU EVER
DECIDE TO
LEAVE THE
COMMANDEERS..

I KNEW CAPTAIN AMERICA, WORKED WITH HIM, AND, WELL, HIS ARE MIGHTY BIG SHOES TO FILL!

THANKS. COMING
FROM YOU THAT
REALLY MEANS
A LOT.



THEN I'D SAY
THAT THIS IS AS GOOD
A TIME AS ANY TO
CELEBRATE A NEW
BEGINNING FOR
THE...



EPILOGUE:

A SMALL PLANETOID JUST
BEYOND THE SHI'AR GALAXY.

COME IN,
COME IN.

JUST LAY
IT ON THE
TABLE THERE.

AH! IT SURE IS
BEAUTIFUL,
ISN'T IT?

SO COLD TO
THE TOUCH--
SO SHARP!

YES, YES. BUT WHAT
CAN YOU TELL ME ABOUT
IT, OLD WOMAN?

PATIENCE, MY DEAR, PATIENCE!
OLD HAGDA, SHE NEEDS TIME
TO FERRET OUT ITS SECRETS.

AH, YA! THE
VIBRATIONS
ARE THERE!

THERE CAN BE NO
DOUBT THAT IT BELONGED
TO THE BROOD-KILLER...

...TO THE
LOW-GAN.

YES, YES, I
NEED TO KNOW
IF HE YET LIVES!

HMM...LET'S SEE...NO.
THE BLADE DOESN'T...
NO, WAIT! AH YA! HERE
IT IS--

-- YOUR ANSWER WILL
BE FOUND ONLY ON
THE PLANET EARTH!



EARTH! THE ANCESTRAL HOME...

...THE MOTHER PLANET!

HOW EMINENTLY LOGICAL!

THANK YOU, OLD WOMAN...

SNKT!



...I DO BELIEVE THAT THIS...

SPLORCH

...PAYS YOU IN FULL!

NOW GATHER 'ROUND ME, MY FAITHFUL LIEUTENANTS...



...AND PREPARE YOURSELVES!



WE ARE GOING TO EARTH TO FIND MY LONG LOST ANCESTOR...

THE MAN CALLED WOLVERINE!

NEXT

AS IF YOU HADN'T GUESSED--
THE RETURN OF

RANCOR!

WE KNOW WE'LL BE SEEING YOU IN THIRTY.

X-TRA

THE *MUTANT* REPORT

X-TRA

VOLUME 5

"THE FIRST STEP IN NEWS EVOLUTION"

NUMBER 9



**WOLVERINE®
LEAVES
EARTH!**

SNIKT

Magneto Masterminds Mutant Exodus!
RE: Guardians Of The Galaxy #9-11 since their first appearance in MARVEL SUPER HEROES, Vol. 1, Number 18 (Jan. 1969), The Guardians of the Galaxy have been the foundation of the future in the Marvel Universe. The group, a collection of aliens and earth's descendants, drawn from colonies on different planets, were brought together for a specific purpose — to find The Lost Colony of Free Earthmen.

Over the years, their mission has taken a back seat to more pressing adventures. Twice, they have journeyed back into our time-line and saved the galaxy; once, teaming-up with the now defunct Defenders to battle the Badoon, and another time teaming with the Avengers to defeat the all powerful Korvac. Now, having successfully battled The Stark, a race developed from the genius of industrialist Tony Stark,

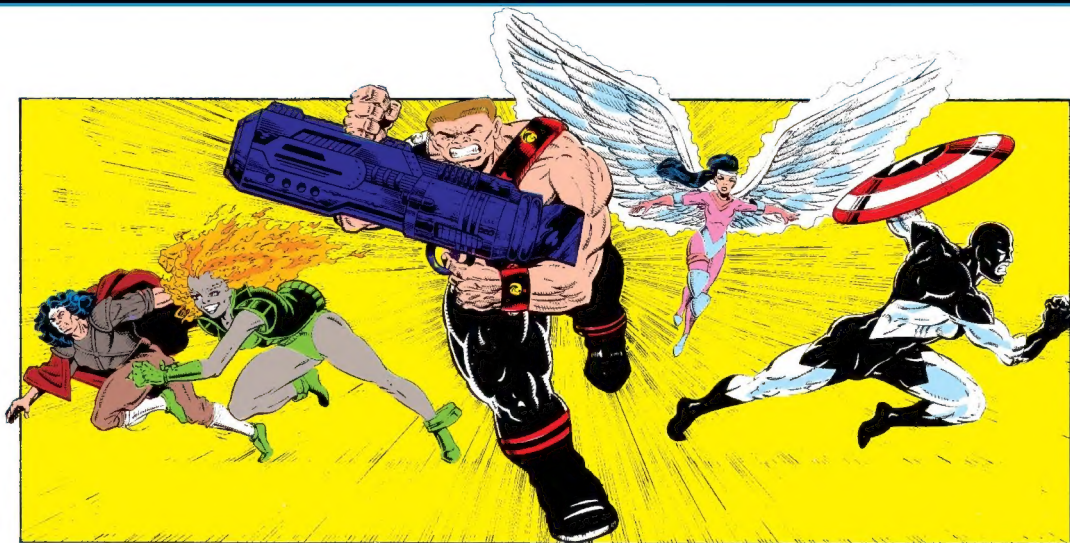
and having found the legendary shield of Captain America, the Guardians journey with renewed hope to seek out the Lost Colony of Free Earthmen.

"But," I can hear you screaming, "what does this have to do with Mutants?!" Patience, Marvelites. The powers that be at old MARVEL AGE MAGAZINE have not confused their articles. Relax while I disclose the mutant angle to this masterful Guardians storyline. Are you seated? The Lost Colony of Earth Freemen are discovered to be the descendants of Earth's twentieth century mutants! In order to avoid the political genocide that resulted from the 'Days of Future Past' storyline, most of Earth's mutants, led by Magneto (No, you're not hearing things, I did say Magneto), fled Earth to find another planet suitable for colonization amongst the stars.

Their first stop was the ice covered

Europa, one of Jupiter's moons. Under the ice, the mutants begin to construct three ships to further their trek. Unfortunately, with only two ships completed, Apocalypse attacks the complex. As the mutants flee, Magneto valiantly battles Apocalypse, providing valuable time for the mutants to make their escape. And what of Magneto and that third ship? While the latter question was answered in the Guardians' original series (the third ship became their very own Captain America I), the former, concerning the Mutant Master of Magnetism, is never revealed.

Several generations later, the mutants would arrive upon a planet called Haven. Haven is a planet tearing itself apart due to intense geo-thermic activity. Not one's first choice for a new home, but unfortunately the only planet the mutants found inhabitable when their ships finally could go no



further.

Leading up the charge from Europa, and the only twentieth century survivor of this arduous journey is none other than Wolverine himself (Wolverine originally followed Magneto from Earth as a means to keep an eye on the former leader of the Brotherhood of Evil Mutants). Any true maven of Merry Marvel Mutantdom can tell you that Wolverine, though one of the wisest and most feared fighters in the world, has always deigned to let others lead. Well, A Wolverine can't change its claws. Thus, as soon as he led the descendants of his teammates and enemies to a peaceful valley on Haven where they would build their own city, Wolverine fled to the wilds. This was not before he had the chance to have a few offspring of his own. Unlike their dad, the children of Wolverine had no such inhibitions about leading the mutants and did so with an iron fist (or claw, as it were).

While generation after generation passed, the mutant causing X-Factor gene was slowly bred out of the population. Fewer and fewer mutants were born with each succeeding generation and those mutants who were born lorded over their non-mutant brethren, in a perverted realization of Magneto's long held dream!

This is the world that The Guardians of the Galaxy discover; a world now terrorized by its absolute monarch, the fifth generation descendant of Wolverine: Rancor! Rancor makes her great great granddaddy seem like Willie Lumpkin. I mean, this young woman ripped her father's heart from his chest and took over his throne as a present to herself on her sixteenth birthday! Rancor, who has all of the animal instincts and intensity of Wolverine, but not his hard won honor or conscience, was born with organic fingernails that she can lengthen into razor sharp talons at will. She leads a small band of blood-thirsty mutants she calls her "Lieutenants." They are: Shaddo, whose 'living cape' wraps itself around its intended

victims and slithers down their throat to asphyxiate them; Blockade, whose body can expand in height and width until he becomes a moveable living wall; Side-Step, who can teleport by walking diagonally; Mindscan, a telepath; Blaster, who flies and emits deadly bursts of ionic energy from his hands; and the two junior members: Bat-Wing, who flies and emits deadly bio-blasts, and Rhodney, a super strong-man.

The Guardians find allies in the poorly organized, greatly over-powered resistance movement in the persons of: Replica, a young girl able to alter her

shape into any form she desires; and Giraud, a third generation resistance fighter who will become the new Pheonix.

A plethora of future mutants, one of whom will become the newest member of The Guardians of the Galaxy, appear in this storyline which begins in issue number nine. Special guest cover inkers for this series-within-a-series are mutant artist Rob Liefeld (#9), Jim Lee (#10), and Bob Wiacek (#11). THE GUARDIANS OF THE GALAXY is written and penciled by Jim Valentino and inked by Steve Montano.

Steve Vratton



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JIM VALENTINO'S 31ST-CENTURY EPIC KICKS INTO HIGH GEAR!



The original Guardians of the Galaxy land on the World of mutants but soon wind up in the middle of a violent rebellion against Wolverine's descendant Rancor! And to make matters worse, there's a Dark Phoenix on the loose! Hope they survive the experience! Then it's off to rescue Firelord, a cosmic clash with the Spirit of Vengeance and the debut of the mysterious Protégé — culminating in an epic battle with the Punisher of the 31st century. Wait, did we say Punisher? More like Punishers — a whole army of them! Plus: The Guardians track the cosmic power of Korvax through time and space — along the way encountering the Fantastic Four, the Silver Surfer and the future Thor! And a major turning point in the life of Vance Astrovik! Who is Major Victory?

GUARDIANS OF THE GALAXY #7-20 & ANNUAL #1 — AND MATERIAL FROM
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1990-1992

